

Convenience Translation:

The text decisive for the invitation to the Annual General Meeting of MorphoSys AG is the one written in the German language.

Invitation to the Annual General Meeting 2013 of MorphoSys AG

We hereby invite the shareholders of our Company to the Annual General Meeting which is taking place on June 4, 2013 at 10:00 a.m., in the Conference Centre Munich, Hanns-Seidel-Stiftung, Lazarettstraße 33, 80636 Munich.

I.

Agenda

- 1. Presentation of the adopted financial statements and the approved consolidated financial statements as of December 31, 2012, the management reports including the report of the Supervisory Board for the financial year 2012 and the explanatory report of the Management Board regarding the disclosures pursuant to sec.s 289 para. 4, 315 para. 4 German Commercial Code (HGB)**

The above mentioned documents are available at the premises of MorphoSys AG in Lena-Christ-Straße 48, 82152 Martinsried/Planegg, and may also be downloaded on the internet under www.morphosys.com/agm. They will also be sent to the shareholders upon request. The Supervisory Board has approved the financial statements and consolidated financial statements as drafted by the Management Board; the financial statements are thereby adopted. For this reason, a shareholders' resolution is not required for this agenda item.

- 2. Resolution on the use of the accumulated profit of MorphoSys AG for the financial year 2012**

The net profit of the financial year 2012 in the amount of EUR 695,848.30 was transferred to other earning reserves by virtue of a resolution of the Management Board and Supervisory Board in accordance with sec. 21 para. 3 of the Articles of Association. Therefore, a shareholders' resolution is not required with regard to the net profit.

The Management Board and the Supervisory Board recommend carrying forward in total the accumulated profit of the financial year 2012 in the amount of EUR 3,114,617.85.

3. Resolution on the formal approval of the activities of the members of the Management Board in respect of the financial year 2012

The Management Board and the Supervisory Board recommend formally approving the activities of the Management Board members in respect of the financial year 2012.

4. Resolution on the formal approval of the activities of the members of the Supervisory Board in respect of the financial year 2012

The Management Board and the Supervisory Board recommend formally approving the activities of the Supervisory Board members in respect of the financial year 2012.

5. Resolution on the appointment of the auditor for the financial year 2013

In accordance with the recommendation of the audit committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers AG Wirtschaftsprüfungsgesellschaft, Munich, as auditor of MorphoSys AG and the MorphoSys group for the financial year 2013 and of the interim statement as of June 30, 2013.

6. Resolution on the amendment of the authorization to issue convertible bonds based on the resolution of the Annual General Meeting on May 14, 2008 and the corresponding provision of the Articles of Association to avoid shares with a deviating entitlement to dividend

On May 14, 2008, the Annual General Meeting resolved under agenda item 9 an authorization to issue convertible bonds to employees and members of the Management Board of the Company and its affiliated entities within the meaning of sec.s 15 et seq. of the German Stock Corporation Act as well as a respective conditional capital increase including a corresponding amendment of the Articles of Association. Clause j) of the authorization stipulates that the shares which are issued by virtue of the conversion rights participate in the profits of the Company from the beginning of the financial year, in which they were created by the exercise of the conversion rights. This is also set forth accordingly in sec. 5 para. 6e of the Articles of Association. This regulation has the consequence that shares

which are issued by virtue of exercising the conversion rights prior to the Annual General Meeting of the Company have a deviating entitlement to dividend. Therefore, they receive a separate Securities Code Number as well as ISIN. There is also no market for those shares. Only as of the Annual General Meeting in the financial year in which the new shares were issued, the deviating entitlements to dividend are aligned. Subsequently, the new shares need to be equated technically with the previously already existing shares. Only then is trading of the new shares possible to the same extent as the previously existing shares. This causes a significant administration effort for the Company. Also the capital market is regularly confused by the existence of shares with deviating dividend entitlements. Therefore, it has in the meantime become common practice to avoid the creation of new shares with a deviating entitlement to dividend. This can be achieved by amending the corresponding regulation relating to the entitlement to dividend for the new shares.

The Management Board and the Supervisory Board therefore recommend resolving as follows:

a) Change of the regulation on the dividend entitlement

The authorization to issue convertible bonds to employees and members of the Management Board, as resolved in agenda item 9 of the Annual General Meeting on May 14, 2008, is amended with regard to the regulation on the dividend entitlement of the new shares contained in clause j) sentence 1 so that the new shares participate in the profits for the first time in the financial year for which, at the time of exercising the conversion rights, no resolution on the profit distribution has been adopted. For the rest, the authorization remains unaffected.

b) Amendment of the Articles of Association

Sentence 3 of sec. 5 para. 6 of the Articles of Association is amended as follows:

“The new shares participate in the profits for the first time in the financial year for which, at the time of exercising the conversion rights, no resolution on the profit distribution has been adopted.”

7. Resolution on the creation of a new Authorized Capital 2013-I with the possibility to exclude pre-emptive rights of the shareholders; amendment of the Articles of Association

Pursuant to the resolution passed at the Annual General Meeting 2008 regarding agenda item 5, sec. 5 para. 5 of the Articles of Association provides an Authorized Capital 2008-I in the amount of up to EUR 8,864,103.00 which authorizes the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital against contributions in cash and/or in kind on one or several occasions by issuing up to 8,864,103 new bearer shares during the time period until April 30, 2013. Subject to the conditions defined in sec. 5 para. 5 of the Articles of Association, the pre-emptive rights of the shareholders may be excluded. The Authorized Capital 2008-I has not been used since the Annual General Meeting 2008 and is due to expire on 30 April 2013.

The Authorized Capital 2008-I can then no longer be used as a result of the time lapse. In order to continue giving the Company's management the appropriate leeway, a new authorised capital 2013-I shall be created. The Management Board and the Supervisory Board thus recommend adopting the following resolution:

a) Creation of a new Authorized Capital 2013-I

With the approval of the Supervisory Board, the Management Board shall be authorized to increase the Company's share capital during the time period until and including April 30, 2018, by issuing up to 2,335,822 new no-par-value bearer shares against contributions in cash and/or in kind in the amount of up to EUR 2,335,822.00 on one or several occasions (Authorized Capital 2013-I).

With regard to capital increases, the shareholders generally have a statutory pre-emptive right. The shares can also be subscribed by one or several banks with the obligation to offer them to the shareholders. Nonetheless, with the consent of the Supervisory Board, the Management Board may exclude the pre-emptive rights of the shareholders under the following conditions:

- aa) in case of a capital increase in cash, to the extent such exclusion is necessary to avoid fractional shares;
- or

- bb) in case of a capital increase in kind, to the extent the new shares are used for the acquisition of companies, shareholdings in companies, patents, licenses or other industrial property rights, or of assets which constitute in their entirety a business;
or
- cc) in case of a capital increase in cash, to the extent the new shares shall be placed at a national and/or foreign stock exchange in the context of a listing.

With the approval of the Supervisory Board, the Management Board shall be authorized to decide on the further details of the capital increase and its accomplishment.

b) Amendment of the Articles of Association

sec. 5 para. 5 of the Articles shall be amended as follows:

“(5) With the approval of the Supervisory Board, the Management Board is authorized to increase the Company’s share capital during the time period until and including April 30, 2018, by issuing up to 2,335,822 new no-par-value bearer shares against contributions in cash and/or in kind in the amount of up to EUR 2,335,822.00 on one or several occasions (Authorized Capital 2013-I).

With regard to capital increases, the shareholders generally have a statutory pre-emptive right. The shares can also be subscribed by one or several banks with the obligation to offer them to the shareholders. Nonetheless, with the consent of the Supervisory Board, the Management Board may exclude the pre-emptive rights of the shareholders under the following conditions:

- aa) in case of a capital increase in cash, to the extent such exclusion is necessary to avoid fractional shares; or*
- bb) in case of a capital increase in kind, to the extent the young shares are used for the acquisition of companies, shareholdings in companies, patents, licenses or other industrial property rights, or of assets which constitute in their entirety a business; or*
- cc) in case of a capital increase in cash, to the extent the new shares shall be placed at a national and/or foreign stock exchange in the context of a listing.*

With the approval of the Supervisory Board, the Management Board is authorized to decide on the further details of the capital increase and its accomplishment.”

II.

**Written report of the Management Board to agenda item 7
pursuant to sec.s 203 para. 2 sentence 2, 186 para. 4 sentence 2 Stock Corporation Act
(AktG) on the reasons for the authorization of the Management Board to exclude the pre-
emptive rights of the shareholders**

1. The Authorized Capital as contained in the Articles of Association and the reason for its amendment

The Management Board and the Supervisory Board propose authorizing the Company to issue new shares by virtue of a new Authorized Capital 2013-I since the authorization to issue new shares under the existing Authorized Capital 2008-I ends on April 30, 2013. To provide the Company with the necessary flexibility, the new Authorized Capital 2013-I to be created shall allow the issuance of up to 2,335,822 new bearer shares without par value on one or several occasions and by increasing the Company's share capital by up to EUR 2,335,822.00 against contributions in cash and/or in kind during the time period until and including April 30, 2018.

2. The new Authorized Capital 2013-I and the advantages for the Company connected herewith

The proposed authorization to issue new shares making use of the Authorized Capital 2013-I shall enable the Management Board, with the approval of the Supervisory Board, to respond to financing requirements in the context of implementing strategic decisions. Especially with regard to the current economic environment, a quick and flexible financing instrument is necessary and in the interest of both the Company and its shareholders (e. g. for the implementation of an acquisition or the procurement of liquidity). With the approval of the Supervisory Board, the Management Board shall further be authorized to provide the Company with new equity and to acquire other companies, shareholdings in companies, patents, licenses or other industrial property rights, or assets which constitute in their entirety a business and to deliver shares as consideration therefor. Such a treasury resolution is nationally and internationally common.

In order to comply with these needs, a new Authorized Capital 2013-I shall be created. Thereby, the Management Board shall continue to have, with the approval of the Supervisory Board, the Company's shares at its disposal in a flexible manner and within the legal framework according to sec. 202 para. 3 AktG.

3. Exclusion of pre-emptive rights

This proposal provides the authorization to exclude the legally provided pre-emptive rights of the shareholders when issuing shares from the authorized capital in certain cases which are defined in the proposal:

- a) In the event of a capital increase against contribution in cash, the exclusion of the pre-emptive rights of the shareholders pursuant to paragraph aa) of agenda item 7 a) and 7 b) is necessary to avoid fractional shares. The authorization to exclude pre-emptive rights for the purpose of using fractional shares is necessary to procure a reasonable allocation ratio in all cases of a capital increase and shall only serve the purpose of allowing round sums when using the authorized capital. Fractional shares are created if not all new shares can equally be distributed to the shareholders because of the given allocation ratio or the amount of the capital increase. Without such authorization, a capital increase would in such cases create technical difficulties at the issuance of the new shares. The costs for trading of pre-emptive rights connected to fractional shares would be out of proportion compared to the potential benefits for the shareholders. The new shares issued without pre-emptive rights of the shareholders with regard to fractional shares are sold over the stock exchange (if possible) or otherwise brought to the market in the best possible way for the Company. The potential dilution effect is low as it is limited to fractional shares.
- b) With regard to a capital increase against contribution in kind, the exclusion of the pre-emptive rights of shareholders pursuant to paragraph bb) of agenda item 7 a) and 7 b) is necessary to achieve the aims pursued by this capital measure. The Company shall be enabled to continue to expand and to strengthen its competitiveness by the acquisition of companies, shareholdings in companies or assets which are of special importance for the Company (e. g. intellectual property rights).

An essential part of the Company's intellectual property rights are the HuCAL[®] libraries, for the establishment and usage of which the Company itself needs certain license rights to be granted by third parties. Thus, the acquisition of license rights, which were of special importance to the Company's business, was successfully accomplished in the past by virtue of a capital increase in kind and by the exclusion of the shareholders' pre-emptive rights. Since the value of the HuCAL[®] libraries was substantially increased hereby, the respective capital measures proved to be economically advantageous to the Company and contributed to the increase of its share price. Consequently, also the shareholders benefited therefrom which compensated the exclusion of their pre-emptive rights. To enable the Company to continue to pursue this business strategy in future, the proposed creation of the Authorized Capital 2013-I is necessary. Only thereby the acquisition of shareholdings and intellectual property rights which are necessary for the improvement of the Company's market position can be achieved in a manner which protects the Company's liquidity resources. In certain transactions it would neither be possible nor reasonable for the Company to finance such acquisitions with cash payments only. This also applies when licensors or sellers insist on the potentially economically more favorable issuance of shares as consideration.

The possibility of using its shares as acquisition currency allows the Company to take advantage of acquisition opportunities in a fast and flexible manner. The exclusion of pre-emptive rights in such cases is necessary since these acquisitions have to be accomplished in a short time period and can generally not be approved by the Annual General Meeting which takes place only once a year. In such cases, it may also not be possible to convene an extraordinary shareholders' meeting in time due to the legal time periods that have to be observed for the calling of such a meeting. Consequently, an authorized capital is necessary which can be used quickly by the Management Board, subject to the approval of the Supervisory Board.

- c) The possibility of excluding the pre-emptive rights of shareholders pursuant to paragraph cc) of agenda item 7 a) and 7 b) shall allow the further issuance of shares of the Company in domestic and/or foreign stock exchanges as soon as the market conditions admit the issuance of new shares, and enable the further growth of the Company. The required exclusion of pre-emptive rights ensures a reasonable placing volume and the optimal exploitation of the new shares. The preservation of the shareholders' pre-emptive rights would lead to considerable

technical difficulties when the new shares are issued and would prevent the Company from achieving the best possible issuance price. The exclusion of the pre-emptive rights would enable, for example, a dual listing on a foreign stock exchange (e.g. NASDAQ). A broad and international financial basis may protect the Company against market volatility and may neutralize local changes of capital costs. An international investor base improves liquidity, reduces the dependence on single investors and makes hostile takeovers more difficult. Furthermore, in the international environment of the biotech industry a second listing would improve the potential for acquisitions by virtue of stock swaps. This is especially true for the US-American market which is of outstanding importance to the Company.

The maximum exclusion of pre-emptive rights under the Authorized Capital 2013-I comprises approximately 10 % of the share capital registered in the commercial register of the lower court of Munich at the time of convening this Annual General Meeting ("**Registered Share Capital**") and can therewith lead to a maximum dilution of approximately 10 % in relation to the Registered Share Capital.

By taking into consideration all above described circumstances, the Management Board and the Supervisory Board qualify the exclusion of the pre-emptive rights in the aforementioned cases as reasonable and adequate for the explained reasons. This is also true with regard to the dilution effects the shareholders may suffer.

The Management Board will report to the Annual General Meeting about each use of the Authorized Capital 2013-I.

III.

Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time of convening this Annual General Meeting, the share capital of the Company comprises 23,358,228 no-par-value bearer shares. Each share corresponds to one vote. At the time of convening the Annual General Meeting, the Company holds treasury stock amounting to 255,415 shares. The Company has no rights in respect of these shares. The total number of shares bearing participation and voting rights at the time of convening the Annual General Meeting amounts to 23,102,813.

IV.
**Conditions for participating in the Annual General Meeting
and exercising voting rights**

According to article 17 of the Articles of Association shareholders who have registered with the Company and verified their shareholdings shall be entitled to participate in the Annual General Meeting and exercise their voting right. The registration and evidence of shareholdings must be provided in German or English and received by the Company by the close of

May 28, 2013
(24:00 hours CEST)

at the following postal address, fax number or e-mail address:

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 633
E-Mail: anmeldung@better-orange.de

The evidence of shareholdings must be provided by means of a confirmation in text form (sec. 126 b of the German Civil Code (*BGB*)) prepared by the depository bank. Such evidence must refer to the beginning of the twenty-first day before the Annual General Meeting, i.e. to

May 14, 2013
0:00 hours CEST (record date)

Better Orange IR & HV AG is the Company's agent authorised to receive both the registration and the evidence of shareholdings.

Upon the Company's timely receipt of the registration, including the evidence of shareholdings, the admission tickets for the Annual General Meeting will be sent to the relevant shareholders or deposited at the place where the meeting is to take place. The tickets are just organizational aids and not a precondition for participating in the Annual General Meeting or exercising voting rights.

To ensure the timely receipt of the tickets, we kindly ask shareholders to demand their tickets to the Annual General Meeting from the depository bank as early as possible.

V.

Significance of the record date

The record date is the date that determines whether shareholders are entitled to participate and exercise voting rights in the Annual General Meeting. With respect to participation in the Annual General Meeting or exercising voting rights, only those individuals will be deemed to be shareholders of the Company who have submitted evidence that they owned the shares at the record date. Shareholders who acquired their shares after the record date are not entitled to participate and exercise voting rights in the Annual General Meeting, unless they have been authorized or empowered to exercise legal rights. Shareholders who have properly registered and provided evidence of their shareholdings are therefore also entitled to participate in the Annual General Meeting and to exercise voting rights if they sell the shares after the record date. The record date does not result in blocking the potential transfer of shares. The record date is not relevant for a potential dividend entitlement.

VI.

Procedure for voting via postal mail

Shareholders being unable to participate in the Annual General Meeting in person may also cast their vote by postal mail. Only those shareholders having timely registered for the Annual General Meeting and provided evidence of shareholdings (see above number IV. "Conditions for participating in the Annual General Meeting and exercising voting rights") are entitled to exercise the voting right by postal mail. The voting by postal mail is either made in writing or by way of electronic communication. The form for voting by postal mail is provided to the shareholders together with the admission ticket, which is sent to the shareholders following the above described registration including receipt of the evidence of shareholdings in due form and in due time. It is also available for download on the internet under www.morphosys.com/agm. The votes cast via postal mail must reach the Company by the close of

June 3, 2013

(24:00 hours CEST)

at the following postal address, fax number or e-mail address:

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-Mail: morphosys@better-orange.de

Better Orange IR & HV AG is the Company's agent authorised to receive votes cast via postal mail.

VII.

Procedure for voting by authorisation

Shareholders may also have their voting right(s) exercised by a proxy, e.g. by a financial institution, an association of shareholders, the proxies appointed by the Company or any other third party. Timely registration for the Annual General Meeting and timely submission of evidence of shareholdings is also required if shareholders choose to vote by proxy (see above number IV. "Conditions for participating in the Annual General Meeting and exercising voting rights"). If the shareholder grants the power of proxy to more than one person, the company may refuse one or several of them.

If neither a bank nor a shareholders' association, nor a person or an institution considered equivalent pursuant to sec. 135 para. 8 AktG or sec. 135 para. 10 AktG in connection with sec. 125 para. 5 AktG is appointed, then appointing a proxy or revoking such appointment and evidencing it to the Company must be made in text form (sec. 126 b BGB).

For granting a proxy to financial institutions, shareholders' associations, or other persons or institutions considered equivalent pursuant to sec. 135 para. 8 AktG or sec. 135 para. 10 AktG in connection with sec. 125 para. 5 AktG, a formal requirement is neither required by law nor by the Articles of Association. However, the entities or persons to be appointed as proxies in these cases may require a special form of proxy because sec. 135 para. 1 sentence 2 AktG (in connection with sec. 135 para. 8 or sec. 135 para. 10 in connection with sec. 125 para. 5 AktG, if applicable) requires them to record such authorisations in a verifiable way. Hence we request that shareholders coordinate with the entities or persons to be appointed as proxies in regards to the form of the proxy.

The proxy itself may furnish evidence of appointment as such on the day of the Annual General Meeting on site.

Evidence of proxy may also be transmitted to the following postal address, fax number or Email address (e.g. as scanned document e.g. as a pdf file):

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-Mail: morphosys@better-orange.de

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

A form pursuant to section 30 a para. 1 no. 5 of the German Securities Trading Act that can be used to grant proxies is included on the back of the admission ticket, which will be sent to the shareholders following the registration including receipt of the evidence of shareholdings in due form and in due time (see above number IV. "Conditions for participating in the Annual General Meeting and exercising voting rights"); the form is also available for download on the internet under www.morphosys.com/agm.

The Company offers its shareholders the option of having the company-appointed proxies represent them at the Annual General Meeting pursuant to their instructions. These proxies will exercise the voting rights solely in accordance with the instructions they receive from the shareholders and are obliged to vote according to the instructions; they cannot exercise the voting rights at their own discretion. The company-appointed proxies will not accept power of attorney to raise objections against resolutions of the Annual General Meeting, to exercise the right to speak and to ask questions or to propose motions.

Additional information on voting by proxy as well as a form that shareholders may use to appoint and instruct the company-appointed proxies will be sent to the shareholders along with their admission ticket following the above described registration, including receipt of the evidence of shareholdings in due form and in due time (see above number IV. "Conditions for participating in the Annual General Meeting and exercising voting rights"); and is also available for download on the internet under www.morphosys.com/agm. Evidence that the company-appointed proxies have

been appointed along with the instructions shall due to organizational reasons be received no later than the end of

June 3, 2013
(24:00 hours CEST)

at the following postal address, fax number or Email address:

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Fax: +49 (0)89 / 889 690 655
E-Mail: morphosys@better-orange.de

Better Orange IR & HV AG is the Company's agent authorised to receive the company-appointed proxies.

In addition, shareholders and shareholders' representatives attending the Annual General Meeting will also have the option to appoint the company-appointed proxies during the Annual General Meeting and have them exercise their voting right as instructed.

VIII.

Requests to supplement the agenda by a minority pursuant to sec. 122 para. 2 AktG

Shareholders whose shares reach in the aggregate the amount of 5 % of the share capital (which corresponds to 1,167,911 shares) or the total nominal amount of EUR 500,000.00 - corresponding to 500,000 shares - may request that items are added to the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request must be sent in writing to the Management Board of MorphoSys AG and must reach the Company 30 days before the Annual General Meeting at the latest, i. e. by the close of

May 4, 2013
(24:00 hours CEST)

at the following postal address:

MorphoSys AG
The Management Board
Lena-Christ-Str. 48
82152 Martinsried/Planegg
Germany

Applicants shall evidence that they have owned a sufficient number of shares for the legally required minimum period of ownership of three months (sec.s 122 para. 2, 122 para. 1 sentence 3, 142 para. 2 sentence 2 AktG and sec. 70 AktG) and that they will continue to hold them until a decision on their request has been made.

Unless already announced at the time the Annual General Meeting was convened, supplements to the agenda that must be published shall be published immediately after receipt of the corresponding motion in the Federal Gazette and shall be furnished for publication to such media as may be expected to disseminate the information throughout the European Union. Moreover, they shall be published on the internet under www.morphosys.com/agm.

IX.

Counter-motions pursuant to section 126 para. 1 and election proposals pursuant to section 127 AktG

In addition, the Company's shareholders may send counter-motions to proposals of the Management Board and/or the Supervisory Board concerning specific agenda items as well as election proposals in connection with the election of Supervisory Board members (insofar as this item is on the agenda) or auditors. All counter-motions shall be accompanied by an explanation of the reasons for them. Counter-motions, election proposals and other inquiries from shareholders regarding the Annual General Meeting may only be sent to the following address. Counter-motions and election proposals sent to any other address will not be considered.

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

Fax: +49 (0)89 / 889 690 666
E-Mail: antraege@better-orange.de

Better Orange IR & HV AG is the Company's agent authorised to receive counter-motions and election proposals.

Counter-motions and election proposals arriving with evidence of shareholder status at the above postal address, fax number or Email address until 14 days before the date of the Annual General Meeting, i. e. by no later than the close of

May 20, 2013
(24:00 hours CEST)

will immediately after receipt be made available to other shareholders on the internet under www.morphosys.com/agm together with the name of the shareholder and the underlying reasons if the other requirements for publication pursuant to sec. 126 AktG are fulfilled. Any statements by the Company's management will be published likewise under the same internet address.

Pursuant to sec. 127 sentence 2 AktG, the proposal of a shareholder in regards to the election of Supervisory Board members (insofar as this item is on the agenda) or auditors does not need to be justified. In addition to the reasons specified in sec. 126 para. 2 AktG, the Management Board does not have to publish an election proposal which does (amongst others) not contain the name, exercised profession and domicile of the candidate. Proposals concerning the election of Supervisory Board members (insofar as this item is on the agenda) need not even be made available if they are not accompanied by information on the proposed candidate's appointments to other statutory supervisory boards as defined in sec. 125 para. 1 sentence 5 AktG.

Please be advised that counter-motions and proposals for elections which have been submitted to the Company in time and ahead of the Annual General Meeting shall only be considered in the Annual General Meeting if they are also submitted orally in the Annual General Meeting.

The right of each shareholder to submit counter-motions to the various items of the agenda, election proposals of Supervisory Board members (insofar as this item is on the agenda) and auditors at the Annual General Meeting, even without having submitted them to the Company in advance and in time, is not affected hereby.

X.

Shareholder right to information pursuant to sec. 131 para. 1 AktG

Every shareholder or shareholder representative may ask the Management Board at the Annual General Meeting to provide information on matters pertaining to the Company, to the extent that such information is necessary for making a reasonable assessment of an agenda item and provided there is no statutory right to refuse to provide the information requested.

The obligation to provide information also applies to the legal and business relationship of the Company to an affiliate, to the situation of the Company Group and to the companies included in the consolidated financial statements.

All such requests for information must in principle be made orally at the Annual General Meeting during the general debate. The Management Board may deny answering single questions if the circumstances set forth in sec. 131 para. 3 AktG apply, in particular because – according to reasonable business judgement – providing the information is likely to cause substantial damages to the Company or to an affiliate.

Pursuant to sec. 19 para. 4 of the Articles of Association of the Company, the Chairman of the Annual General Meeting may restrict the time a shareholder has the right to speak and to ask questions as appropriate.

XI.

Publication on the website / Further information

The convening of the Annual General Meeting, all documents and information that have to be made available pursuant to sec. 124 a AktG, motions of shareholders as well as further information and additional explanations on shareholders' rights pursuant to sec. 122 para. 2, sec. 126 para. 1, sec. 127, sec. 131 para. 1 AktG are also available on the website of the Company under www.morphosys.com/agm. All documents which have to be made available to the shareholders are also available for inspection in the Annual General Meeting itself.

The voting results will be published under the same website address after the Annual General Meeting.

Martinsried/Planegg, April 2013

MorphoSys AG

The Management Board