

Proxy to a person of your choice

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

by fax: +49 89 8896906-55
by E-Mail: morphosys@better-orange.de

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

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. You can use also this form.

Principal's details:

Admission ticket No: _____

Number of shares: _____

Surname of principal: _____

Name of principal: _____

City of principal: _____

Proxy's details and authorization:

I/we herewith authorize, if applicable under revoking a former authorization of a proxy, Mr./Ms.

Surname of proxy: _____

Name of proxy: _____

City of proxy: _____

to represent me/us with disclosure of my/our name at the AGM of MorphoSys AG on May 22, 2019 with the power to delegate the authorization to another person(s) and to exercise my/our voting rights.

City, Date

Signature(s) of principal(s) or Person making the declaration (legible)

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).