

Issue a 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. 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).

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 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

or **electronically via internet at 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.

Proxy (please fill in)

I/We (Surname, name or company of the shareholder): _____
herewith authorize, if applicable under revoking a former authorization of a proxy, the proxies of MorphoSys AG, Ms. Stefanie Bernlochner and Ms. Alexandra Hachenberg, both employees of Better Orange IR & HV AG, Munich, to represent me/us individually 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 vote inherent in the

(Number of shares): _____ shares pursuant to admission ticket No. _____
in accordance with the following **instructions** (please complete):

- I/We vote in favor of the resolutions proposed by the Company's Management **for all items** on the agenda as published in the notice of the AGM in the Federal Gazette.
- I/We herewith **instruct the proxies** to vote as follows on the **individual** resolutions proposed by the Company's Management and published in the notice of the AGM in the Federal Gazette:

Individual voting instructions for agenda item:	YES	NO	ABSTENTION
2. Resolution on the discharge of Management Board members for the 2018 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the discharge of Supervisory Board members for the 2018 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the appointment of the auditor for the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the increase in the number of Supervisory Board members; amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the election of Supervisory Board members:			
a) Ms. Krisja Vermeulen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Ms. Sharon Curran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the election procedure of Supervisory Board members; amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the adjustment of the Supervisory Board remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the creation of an Authorized Capital 2019-I under exclusion of subscription rights for the purpose of serving "Restricted Stock Units" to be issued to senior managers and employees of MorphoSys US Inc. under the "Restricted Stock Unit Program" of the Company and on the respective amendment of section 5 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We herewith confirm that I/we have read and accepted the following "Legal notes concerning the issue of proxy and voting instructions to the Company's proxies".

_____, _____
City Date Signature(s) or Person making the declaration (legible)

If you have any queries, please give me/us a call on: _____

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 and is also available at the registration desks on the site of the AGM.