MorphoSys AG

Annual General Meeting Speech 2022

May 18, 2022

The spoken word shall prevail.

Presentation slide 6: Operational Development

Ladies and gentlemen, dear shareholders and shareholder representatives.

I would like to welcome you to the MorphoSys Annual Shareholders' Meeting 2022, which we are holding virtually for the third consecutive year due to the ongoing pandemic.

I will start by reviewing 2021, transition to the first quarter 2022 results, and then I will comment on our operational plans for the rest of the year.

Afterwards, our Chief Financial Officer, Sung Lee, will present the key financial data for 2021 and the first quarter of 2022 and provide a financial outlook for the remainder of 2022.

Presentation slide 7: Our Ambition is to Become a Leader in Hematology/Oncology

Our ambition is to become a leader in hematology/oncology. We are proud about the significant progress that we have already made and are excited about the opportunities in front of us.

By 2025, we aim to have two commercial products available for patients in several indications with large unmet medical need. Monjuvi is already commercialized in relapsed or refractory DLBCL in the U.S., and we are driving the penetration in the second line setting and have leading market share in new patient starts.

Beyond the currently approved indication, we see the biggest opportunity for Monjuvi in first line DLBCL and are also pursuing additional hematological indications including follicular lymphoma and marginal zone lymphoma.

Another significant opportunity is pelabresib, which we added to our portfolio through the acquisition of Constellation Pharmaceuticals in mid-2021. We believe that pelabresib has the potential to change the standard of care for patients with myelofibrosis.

Presentation slide 8: Transformative Acquisition of Constellation Pharmaceuticals

In 2021, we took a bold step and acquired Constellation Pharmaceuticals.

The acquisition accelerated our vision to be a leader in hematology/oncology. We were able to add pelabresib, an attractive phase 3 asset for myelofibrosis to our pipeline. We also added a mid-stage asset, CPI-0209 that is being tested in a basket trial of both solid tumors and blood cancer indications.

We entered into a financing agreement with Royalty Pharma in conjunction with the Constellation Pharmaceuticals acquisition which provided us access to more than 2 billion US$ that will enable us to fund the development of our pivotal clinical studies. Sung will provide more details of the financing agreement with Royalty Pharma later on.

Presentation slide 9: Positioned to deliver on our Strategic Priorities

We are well positioned to deliver on our strategic priorities.

We have a compelling pipeline with a focus on hematology/oncology assets. In addition to Monjuvi and pelabresib, we have two very attractive phase 2 programs.

Our development team is very experienced and has demonstrated our ability to get Monjuvi approved in record time, both in the U.S. under accelerated approval and as Minjuvi in Europe under conditional approval.

This is a significant accomplishment for any company. The team has shown operational excellence along the way: from trial design to increasing quality and accelerating time to market.

And, finally, from a financial perspective, we have a strong balance sheet that allows us to invest in our late-stage pipeline and Monjuvi commercialization efforts. Our cash runway takes us through our pivotal pelabresib data in the first half of 2024 and several other earlier data read outs.

We continue to stay focused on our largest potential value creating opportunities and remain disciplined with our capital deployment.

Presentation slide 10: Accelerating our Innovation and Growth Strategy

Here you can see an overview of our robust pipeline. We have a large and attractive number of mid- and late-stage programs that provide us with many opportunities and optionality.

I'm now going to provide more details on our assets.

Presentation slide 11: Monjuvi (tafasitamab-cxix)

Monjuvi is our first commercial product. It is a CD19 immunotherapy, that is approved in combination with lenalidomide for second-line patients with relapsed or refractory DLBCL in the U.S. and may have potential in indications beyond the current label.

Presentation slide 12: Monjuvi Commercial Execution

In 2021, our first full year on the market, the Monjuvi net sales reached 79.1 million US$ or 66.9 million € in der USA.

2021 sales showed progress but were lower than we initially anticipated. Due to COVID-19 pandemic, our sales team experienced difficulties in getting access to prescribers. Another reason for lower sales numbers is shorter patient treatment duration.

Since launch and through the end of 2021, approximately 2,000 patients have been treated with Monjuvi. We view this as significant considering the relatively short time Monjuvi has been available in the U.S. Close to 1,000 sites of care have ordered Monjuvi since launch through the end of 2021. Greater than 70% of orders came from the community setting and the balance from the academic setting. We're also encouraged by the repeat orders at sites of care which have been trending upward.

We continue to have the leading market share of 2L new patient starts and we are very pleased that Monjuvi was designated in March 2022 as a Preferred Regimen by the National Comprehensive Cancer Network guidelines for the second line treatment for adult patients with relapsed or refractory diffuse large B-cell lymphoma. The intent of the NCCN Guidelines is to assist in the decision-making process of individuals involved in cancer care. This will further facilitate the use of Monjuvi in second line patients, as physicians receive clear guidance on the treatment sequence in this disease.

Education efforts are ongoing to evolve prescribing patterns for Monjuvi as an immunotherapy. An important part of this education effort is the emphasis on keeping patients on treatment to progression which is consistent with how other immunotherapies are utilized in the out-patient setting. We believe these efforts and engagement will lead to an increase in treatment duration over time and importantly a benefit to patients. Monjuvi has a unique and attractive profile with

the emphasis to treat to progression. This is the opportunity ahead for us with ensuring access and awareness for both prescribers and patients. We are confident that over time, our education efforts will lead to continued growth for this important immunotherapy option in second line.

Presentation slide 13: Expanding the Opportunity for Tafasitamab in DLBCL and Beyond

We are committed to establishing Monjuvi as a standard of care in relapsed or refractory DLBCL and expanding its potential utility across non-hodgkin lymphomas (NHL).

For that, MorphoSys has started a new phase 3 study called frontMIND and the first patient in this study was treated in May 2021. frontMIND is examining tafasitamab in combination with lenalidomide and the standard of care, R-CHOP, as first-line treatment for DLBCL, R-CHOP is a combination of five drugs that work together to target and kill cancer cells. Each year, approximately 30,000 patients are newly diagnosed with DLBCL in the U.S. alone. There is a significant need for new and more effective treatment options, as about 40% of these newly diagnosed patients will not respond to R-CHOP, - particularly those with high-intermediate and high-risk disease.

For these patients, the frontMIND study could pave the way for new treatment options. This trial with approximately 880 patients is enrolling at a very promising pace with significant interest from the medical community.

In April 2021, our partner Incyte initiated another Phase 3 Study, inMIND, that is evaluating the efficacy and safety of tafasitamab in combination with lenalidomide and rituximab in patients with relapsed or refractory follicular lymphoma (FL) or marginal zone lymphoma (MZL).

Follicular lymphoma and marginal zone lymphoma are the most common indolent, or slow growing, forms of B-Cell NHLs, and account for approximately 20-25% and 7% of adult NHL cases, respectively. There are limited treatment options for the more than 17,000 new cases of relapsed or refractory FL treated every year in the United States, Europe and Japan.

In addition, we are close to treating the first patient in our MINDway trial, a study that is investigating an optimized treatment schedule with a reduced number of administrations for patients with relapsed or refractory DLBCL.

Lastly, the first patient was dosed in a Phase 2 trial that is investigating the combination of tafasitamab, Xencor's CD20-CD3 antibody plamotamab, and lenalidomide in patients with relapsed or refractory DLBCL.

Presentation slide 14: Pelabresib

We're very excited about pelabresib. We believe pelabresib has the potential to be the first- and best-in-class BET-inhibitor that could change the standard of care in myelofibrosis.

Presentation slide 15: Myelofibrosis – a Debilitating Disease

Myelofibrosis is a debilitating disease with growth of abnormal cells in the bone marrow that disturbs the normal production of blood cells. Symptoms include anemia, increased infection and an enlarged spleen. Myelofibrosis affects about 35,000 patients in the U.S. and in Europe. We believe that Pelabresib has the opportunity to address the key treatment hallmarks of myelofibrosis enabling patients to live better and longer lives.

Today, there is one standard of care, ruxolitinib, a JAK inhibitor, but only 50% of patients can be adequately treated. We believe that pelabresib could have the potential to significantly improve the standard of care and could generate more than 1 billion US$ of revenue from myelofibrosis alone.

Presentation slide 16: Investigating Pelabresib in Myelofibrosis: MANIFEST and MANIFEST-2

Pelabresib is currently being assessed in two clinical studies for myelofibrosis, a phase 2 and a phase 3 study.

Let's start on this slide with the global phase 2-study MANIFEST, that looks at pelabresib in different settings, most important is the arm 3 as a combination with the standard of care, ruxolitinib, in 1L patients.

The primary endpoint of the study is spleen volume reduction 35 (SVR35) at week 24, defined as a 35% reduction or more from baseline in spleen volume. The key secondary endpoint of the study is TSS50 at Week 24, defined as a 50% or more decrease from baseline in the Total Symptom Score, a patient reported outcome, measured by the Myelofibrosis Symptom Assessment Form. Arm 3 has completed enrollment and 24-week data have been presented at ASH in December 2021.

Presentation slide 17: Data from MANIFEST Underscore Pelabresib's Potential in the 1L setting

On this slide you can see the data from the phase 2 MANIFEST study: the proportion of patients showing a 35% or greater Speen Volume Reduction as well as a 50% or greater reduction of Total Symptom Score is numerically higher than what was observed in Ruxolitinib single-agent trials. And, as you can see, the responses persist over time.

Presentation slide 18: Observed Changes in Bone Marrow Fibrosis

Also, at ASH we presented data suggesting a disease modifying potential of Pelabresib. Pelabresib has an effect on the fibrosis as shown by the reticulin staining and also on megakaryocyte clustering.

Megakaryocytes are the cells in the bone marrow responsible for making platelets, and the clustering of these cells are one of the root causes of myelofibrosis. The reduction of megakaryocyte clustering in bone marrow, as you see it in the images on the right-hand side at Week 24, also correlates with spleen volume reduction.

Presentation slide 19: Currently Enrolling - Global Phase 3 Study MANIFEST-2

In summary, these encouraging data from MANIFEST increase our confidence in the outcome of the ongoing phase 3 study, which is called MANIFEST-2, a randomized, placebo-controlled study comparing the combination of ruxolitinib plus pelabresib vs ruxolitinib alone in first-line myelofibrosis.

This pivotal study enrolls the same patient population as in arm 3 of the Manifest phase-2 study.

There are the same primary and secondary endpoints measured: SVR35 and TSS50, both at week 24.

We expect the pivotal data in the first half of 2024. Since the acquisition of Constellation, we have optimized the operational execution of the study: for example, we increased the number of patients for the trial from 310 to 400 and we added additional Contract Research Organisations – all to increase the probability of success and to accelerate the study.

Presentation slide 20: CPI-0209

We are now moving to our mid-stage assets, starting with CPI-0209. This is an EZH2-inhibitor which we believe could have best-in-class potential.

Presentation slide 21: CPI-0209 - EZH2-Inhibitor Aiming to Become Best-In-Class

EZH2-mutations are correlated with poor prognosis in liquid and solid tumors. The clinical proof of concept has been demonstrated in the drug-class. Based on the pre-clinical data we have seen so far; we believe that CPI-0209 has a clear differentiation-potential versus first-in-class EZH2-inhibitors.

We expect to report initial proof-of-concept data in the second half of 2022 from the ongoing basket trial with ARID1A mutant solid tumors, lymphoma, mesothelioma and prostate cancer.

Presentation slide 22: Felzartamab

We are investigating felzartamab, our anti CD38 antibody as potential treatment for autoimmune diseases,

Presentation slide 23: Felzartamab – CD38 as Promising Target in Autoimmune Indications

As you can see on this slide, felzartamab is designed to deplete autoantibody-producing long-lived plasma cells, which have a survival up to 25 years, while other modalities tend to deplete earlier B-cell stages.

We are developing felzartamab for the treatment of specific nephrology indications with high unmet need.

Our first indication is autoimmune membranous nephropathy or MN with 15,000 addressable patients in the U.S.

In membranous nephropathy we have two ongoing studies, M-PLACE and New-PLACE. During the Kidney Week conference in November 2021, we showed proof of concept data that felzartamab can rapidly and significantly reduce anti-PLA2R antibody titers in difficult to treat patients.

The second indication is IgA nephropathy, which is the most common glomerular disease.

For IgA nephropathy the IGNAZ study was started in October 2021 and is currently underway.

As the therapeutic focus of MorphoSys is on the hematology/oncology space, an asset in autoimmune indications is no longer a perfect fit. For this reason, we are open to explore opportunities with partners that could further develop felzartamab.

Presentation slide 24: Development Programs by MorphoSys‘ Partners

I would also like to draw your attention to some advanced Programs that are being developed by our partners.

Presentation slide 25: Partner Programs Expected to Progess in 2022

We expect some of our partners to release data and progress forward key clinical programs this year.

As you may be aware, MorphoSys has a long and successful history of creating strategic partnerships with global healthcare companies. While we have transformed from being a research-based fee-for-service company into an integrated biopharma company, we are excited to see some meaningful progression of programs arising from some of our key collaborations.

First, in the fourth quarter of this year, Roche is planning to announce data from the two pivotal GRADUATE studies with gantenerumab in Alzheimer's Disease.

Later this year, we expect GSK to share data from its Phase 3 study of otilimab in rheumatoid arthritis.

Novartis recently shared plans to advance ianalumab, an antibody directed against the BAFF-Receptor, into pivotal studies this year, exploring it as a treatment for Sjögren's syndrome and lupus nephritis.

Anthos Therapeutics has started a clinical phase 3 study this month to advance abelacimab, an antibody directed against Factor XI, for the prevention of venous thromboembolism.

Lastly, Ultragenyx and Mereo, are investigating setrusumab in a Phase 2/3 clinical study for the treatment of osteogenesis imperfecta, a genetic bone disorder also known as brittle bone disease.

Presentation slide 26: Operational Outlook 2022

On the last two slides I would like to give you an outlook and what we are focused on in 2022 and beyond.

Presentation slide 27: 2022 – Focus on Commercial and Clinical Development Execution

We continue to stay disciplined as we execute on our priorities both commercially and on the development front. The major focus this year is to drive Monjuvi sales and to continue to rapidly enroll our pivotal studies which are our largest potential value creating drivers over the long-term for the benefit of patients and our shareholders.

As just mentioned, we are excited about two potentially significant readouts of our partnered programs at Roche and GSK by the end of this year and the advancement of additional partners' programs that are planned to move or have moved into pivotal studies in 2022.

As we look at our financial position, we have a very strong balance sheet, and our cash runway takes us through our pivotal pelabresib data in 1H 2024.

Presentation slide 28: Upcoming Key Clinical Milestones

As you can see, we expect to deliver a steady flow of clinical data over the next several years which we believe have the potential to change the treatment paradigms of several types of cancers and autoimmune diseases. We are very excited about our progress and the potential of our pipeline.

With this, I would like to hand over to Sung.

Presentation slide 29: Financial Development 2021 /Q1 2022 & Financial Outlook

Thank you, Jean-Paul.

Presentation slide 30: Financing Agreement with Royalty Pharma for the Acquisition of Constellation

As Jean Paul mentioned earlier, we entered into a financing agreement with Royalty Pharma which made the Constellation acquisition possible. In total, the upfront cash from Royalty Pharma totaled more than 1.5 billion US$ with a further 350 million US$ available in the form of development funding bonds and the potential to earn 150 million US$ in milestone payments.

Presentation slide 31: Monjuvi U.S. Product Sales and Minjuvi Royalty Revenue

For the full year 2021, Monjuvi sales were 79.1 million US$. We also started in Q3 2021 to record royalty revenues from Minjuvi sales outside of the U.S. which our partner Incyte is responsible for. For the full year 2021 we recorded 0.8 million US$ in royalty revenues from Incyte.

For the first quarter of 2022, Monjuvi sales were 18.7 million US$, reflecting a year-over-year growth of 21%.

In the first quarter we recorded 0.7 million US$ in royalty revenue for Minjuvi sales outside of the U.S. Turning to the Income statement…

Presentation slide 32: 2021 Consolidated Profit or Loss Statement

Group revenues for 2021 were 179.6 million €, compared to 327.7 million € in 2020. The year-over-year decline was driven by the upfront payment from Incyte in 2020 for the out-licensing of tafasitamab outside of the U.S.

Included in the full year revenues are 66.9 million € from Monjuvi sales and 65.6 million € royalties from net sales of Tremfya. As a reminder, starting in Q2 2021, 100% of Tremfya royalties were transferred to Royalty Pharma and will therefore not result in any cash inflow for MorphoSys going forward.

R&D expenses in 2021 were 225.2 million € compared to 139.4 million € in 2020. The growth primarily reflects the inclusion of R&D expenses from Constellation since July 15, 2021, and increased investment to support the advancement of our clinical stage programs.

Selling expenses increased to 121.5 million € in 2021 compared to 107.7 million € in 2020. The year-over-year increase was primarily driven by the first full year of commercialization activities for Monjuvi, compared to the ramp up of activities in 2020.

G&A expenses in 2021 were 78.3 million € compared to 51.4 million € in 2020. This increase was primarily driven by the transaction related costs for Constellation.

In 2021, 37.3 million € of transaction-related expenses associated with the Constellation and Royalty Pharma transactions were recorded in operating expenses with the vast majority being recorded in G&A expenses.

Separately, we recognized a **non-cash** expense of 230.7 million € in the fourth quarter for an impairment charge on goodwill. This is the direct result of the decision the Company took in the fourth quarter to stop all U.S.-based laboratory activities of the former Constellation Pharmaceuticals and to focus our Research efforts on the most advanced programs being worked on at our Research hub in Planegg, Germany.

Presentation slide 33: 2021 Consolidated Balance Sheet

As of December 31, 2021, we recorded total assets of 2.56 billion €, compared to 1.66 billion € at the end of 2020.

At the end of 2021, our cash and investments including our investments in current and non-current financial assets amounted to 976.9 million €.

Presentation slide 34: 2021 Financial Results and Financial Guidance

Following the Constellation acquisition, we provided an updated financial guidance in July 2021.

The Group Revenues in 2021 were 179.6 million €, which was at the upper end of the guided range of 155 to 180 million €.

The guidance for the Group operating expenses was increased in July from a range of 355 to 385 million € to a range of 435 to 465 million €, entirely due to the Constellation acquisition. The total Group expenses in 2021 amounted to 425.1 million €.

Presentation slide 35: Q1 2022: Profit or Loss Statement

Turning to the results of the first quarter of 2022.

Total revenues in the first quarter were 41.5 million € compared to 47.2 million € in the same period a year ago. Prior year revenues benefitted from 16 million € of milestone payments from GSK.

Total Cost of Sales was 7.9 million € in the first quarter of 2022 compared to 5.0 million € for the same quarter in 2021. The year-over-year increase was primarily driven by higher sales of Monjuvi in the U.S. Cost of sales specific to Monjuvi U.S. product sales was 3.5 million € in the first quarter of 2022.

Turning to Operating Expenses.

R&D expenses in the first quarter of 2022 were 65 million € compared to 33.3 million € for the first quarter of 2021. The growth primarily reflects the inclusion of Constellation and increased investments to support the advancement of our clinical stage programs.

Selling expenses decreased to 21.9 million € in the first quarter of 2022 compared to 28.2 million € for the same period in 2021. The year-over-year decline was driven by the additional investments made in 2021 to support the first full year of the Monjuvi launch.

G&A expenses in the first quarter of 2022 were 14.6 million € compared to 10.3 million € in the first quarter of 2021. This increase was primarily driven by the inclusion of Constellation's G&A expenses and higher legal and professional fees.

For the first quarter of 2022 we reported a consolidated net loss of 122.7 million € compared to a net loss of 41.6 million € in the first quarter of 2021.

Presentation slide 36: Consolidated balance sheet as of March 31, 2022

We recorded total assets of 2.46 billion € at March 31, 2022, compared with 2.56 billion € at December 31, 2021.

We ended the first quarter 2022 with cash and investments of 846.9 million € compared to 976.9 million € at the end of 2021.

The cash and investments on hand are sufficient to take us through the pelabresib pivotal data readout which is anticipated in the first half of 2024. As a reminder, we also have available to

us development funding bonds from Royalty Pharma in the range of 150 million to 350 million US$. We will communicate the exact amount that is drawn later this year. Nonetheless, the amount drawn will only serve to extend our cash runway.

Presentation slide 37: Financial Guidance FY2022

Turning to our guidance for 2022:

Our financial guidance was provided at the beginning of this year in January and was last reiterated on May 4.

We expect Monjuvi product sales in the range of 110 to 135 million dollars.

For operating expenses, we will ramp up investments in three pivotal studies that have the potential to create significant value. As such, R&D expenses are expected to be in the range of 300 to 325 million Euros. On the SG&A side, the guidance range of 155 to 170 million Euros. This represents a year-over-year decline as we've streamlined our commercialization efforts coming off of a launch year where extra investments were made.

Presentation slide 38: MorphoSys Shareholder Structure

Moving to the composition of MorphoSys' shareholders…Most of MorphoSys' shares are held by institutional investors, and in many cases by specialists in the healthcare sector.

Overall, we have a good mix in terms of regional distribution in our shareholder base. Based on a recent survey of the shareholder structure, we currently estimate that 33% of our shareholders are institutional investors from the USA, a slight increase compared with the previous year. Approximately 30% of investors are from Germany, 13% from the UK, 3% from Switzerland, 3% from Norway and 7% from the rest of Europe. The remaining balance is distributed over the rest of the world or could not be allocated.

Baillie Gifford & Co. is currently our largest single investor with a reported 6.8% ownership. Another major investor is Royalty Pharma Management with 3.9% and the Vanguard Group with 3.5%.

Presentation slide 39: Development of the Group Workforce in 2021

Let's now turn to the number of employees in our Company. At the end of 2021, the MorphoSys Group employed 732 people, an average of 678 employees over the full year 2021. At the end of the first quarter of 2021, the number declined to 652 employees, or an average of 677 employees in the first quarter 2022. The main reasons for the decline are the elimination of Research and Discovery efforts at the former Constellation Pharmaceuticals and synergies following the integration of Constellation.

The percentage of females in the MorphoSys workforce is traditionally high and increased slightly to approximately 59% in 2021.

Our high percentage of Women in the Company contributed to MorphoSys being ranked Number One in Germany for female representation at the leadership level in the European Women on Boards' Gender Equality Index Report.

The European Women on Boards Gender Equality Index Report assessed 668 European companies across 19 countries, predominately coming from the STOXX Europe 600, the stock index of European stocks representing large, mid and small capitalization companies. The assessment is based on their Gender Diversity Index, an aggregated indicator that reflects and

weighs the share of women in leadership positions, in executive functions, on boards, and in board committees.

MorphoSys received a score of 0.89, representing nearly a perfect gender-balanced leadership team. The company's Executive Committee included three female members out of seven leaders at the time of the ranking.

Presentation slide 40: ESG - Environmental, Social and Governance

Since 2020, corporations in Germany with more than 500 employees have been publishing a Non-financial Report that covers a company's influence on the Environment, its social responsibilities and how it ensures good Governance practices.

Our Non-Financial report presents the material non-financial aspects that have been determined according to their business relevance and the Group's measures on these aspects.

In 2021 we have identified three relevant topics: Business ethics and compliance, social matters, and employee matters with the respective subcategories.

I encourage you to take a closer look at our non-financial report to learn more about our extensive efforts in these areas. You can find it in full length on our website under "About Us - Responsibility".

Presentation slide 41: Use of capital authorizations in 2021

This slide shows the utilization of authorized capital in 2021.

Under the terms of the agreement with Royalty Pharma, Royalty Pharma invested 100 million US$ in new MorphoSys ordinary shares. MorphoSys therefore increased its share capital in July 2021 by issuing 1,337,552 new ordinary shares from the Authorized Capital 2021-II for Royalty Pharma.

Thank you for your attention, and I'll now return the floor to Mrs. Vermeylen.