

The background of the entire slide is a photograph of an elderly woman with short, grey hair. She is shown from the chest up, turned slightly to her right, and is laughing heartily. Her eyes are closed, and her mouth is wide open, showing her teeth. She is wearing a dark blue patterned top. The background is a bright, out-of-focus indoor setting, likely a living room, with a window and some furniture visible. The overall mood is positive and joyful.

Corporate Governance Roadshow

February 2023

Focused and Committed to Driving Value

OUR AMBITIONS

Change the trajectory of blood cancer by providing patients with two medicines by 2025

PELABRESIB

- Enhance standard of care in myelofibrosis
- Expand into other myeloid diseases with unmet patient need

Monjuvi®

Drive use in second-line diffuse large B-cell lymphoma (DLBCL) and expand into new indications

Tulmimetostat (CPI-0209)

Demonstrate potential in different advanced solid tumors and lymphomas

STRONG BALANCE SHEET TO FUND STRATEGIC PRIORITIES

Monjuvi® (tafasitamab-cxix) is approved under accelerated approval by the U.S. FDA in combination with lenalidomide for the treatment of adult patients with relapsed or refractory DLBCL not otherwise specified, including DLBCL arising from low grade lymphoma, and who are not eligible for autologous stem cell transplant (ASCT).

Positioned for Success



ADVANCED PIPELINE

- Two late-stage and one mid-stage programs
- Hematology-oncology focus



CLINICAL DEVELOPMENT

- Operational excellence
- Track record in late-stage development and drug approvals



COMMERCIALIZATION


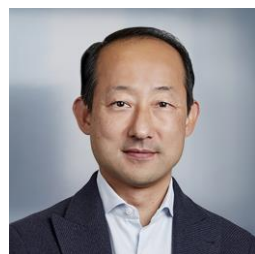
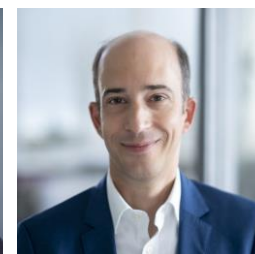





- Established commercial team focused on hematology-oncology



FINANCES

- Strong balance sheet
- Disciplined capital allocation

Management Board & Executive Committee Members






								
	Dr Jean-Paul Kress Chief Executive Officer MANAGEMENT BOARD	Sung Lee Chief Financial Officer MANAGEMENT BOARD	Dr Tim Demuth Chief Research and Development Officer	Dr. Barbara Krebs-Pohl Chief Business Officer	Joe Horvat General Manager MorphoSys US	Charlotte Lohmann SVP General Counsel	Maria Castresana SVP Global Head of Human Resources	Luisa Ciccarelli SVP Global Head of Technical Operations
Year of birth	1965	1970						
Nationality	French	US-American	German	German	Canadian	German & Swedish	Spanish	Italian
On MOR AG Management Board since	2019	2021						
End of appointment	2025							
Memberships	Chairman of the Board of Directors, Erytech Pharma SA, Lyon, France (publicly listed Company)	Sung Lee will leave MOR on March 17, 2023, search for new CFO is ongoing						
EXECUTIVE COMMITTEE								

Detailed CV's can be found here: <https://www.morphosys.com/en/leadership>

AGM 2023 - Agenda items to be discussed in this presentation

- Resolution on the (re-)election of members of the Supervisory Board
- Resolution on the cancellation of Authorized Capital 2021-I and the creation of a new Authorized Capital 2023-I
 - Creation of a new Authorized Capital 2023-I in the amount of 20 percent of the capital stock
- Resolution on the cancellation of Authorized Capital 2021-II and the creation of a new Authorized Capital 2023-II
 - Creation of a new Authorized Capital 2023-II in the amount of 10 percent of the capital stock
- Resolution on amendments to the Articles of Association with regard to the authorization to hold a virtual Annual General Meeting and with regard to the virtual participation of Supervisory Board members in an Annual General Meeting

Supervisory Board Members 2022

						
	DR. MARC CLUZEL Chairman	DR. GEORGE GOLUMBESKI Deputy Chairman	DR. ANDREW CHENG Member	KRISJA VERMEYLEN Member	MICHAEL BROSNAN Member, Independent Financial Expert	SHARON CURRAN Member
Year of birth	1955	1957	1967	1962	1955	1968
Nationality	French	US-American	US-American	Belgian	US-American	Irish
On MOR SVB Board since	2012	2018	2022	2017	2018	2019
End of period	2024	2023	2025	2024	2023	2024
Proposed for re-election at 2023 AGM					x	
Memberships in statutory SVBs and/or in comparable domestic or foreign Supervisory Bodies of commercial enterprises <i>*not publicly listed company; group mandate</i>	2 Memberships (private)*	Not available for re-election; new SVB candidate search ongoing	1 Membership (public)	1 Membership (private)*	1 Membership (public) 1 Membership (private)*	1 Membership (public)
					Re-election during AGM	

All Supervisory Board Members are independent in the meaning of the Corporate Governance Code.

Detailed CV's can be found here : <https://www.morphosys.com/en/leadership>

Attendance Rate of Supervisory Board and Committee Meetings 2022*

	SVB Member	Supervisory Board	Audit Committee	Remuneration & Nomination Committee	Science & Technology Committee	Participation quota
Supervisory Board 9 Meetings	Dr. Marc Cluzel	9/9		6/6		100%
	Dr. George Golumbeski	9/9			5/5	100%
Audit Committee 4 Meetings	Wendy Johnson**	4/9		3/6	3/5	100%
	Dr. Andrew Cheng***	5/9			2/5	100%
Remuneration & Nomination Committee 6 Meetings	Krisja Vermeylen	9/9	4/4	6/6		100%
	Michael Brosnan	9/9	4/4	6/6		100%
Science and Technology Committee 5 Meetings	Sharon Curran****	9/9	4/4		2/5	100%

* Meetings were held physically, via video conference or by phone

** Until AGM, May 18, 2022

*** Since AGM, May 18, 2022

**** New member of S&T Committee since May 18, 2022

Virtual format of Shareholders' Meeting on May 17, 2023

Annual Shareholders' Meeting 2023 shall be held as virtual meeting in accordance with the new provisions of the German Stock Corporation Act.

- Under the new legal framework, virtual format is not a “second best option” compared to a physical AGM (as was during COVID-19 crisis), but now ensures that full scope of all shareholders' rights that can be exercised in a physical meeting can also be exercised in the virtual AGM, including live interaction between management and shareholders
- A virtual AGM as currently planned by MorphoSys offers the opportunity for all shareholders to review the presentation and speech of the Management Board beforehand
 - Ask questions that will be answered in writing one day ahead of the AGM on the AGM website
 - Follow-up questions can be asked live during the virtual AGM via video communication
- Virtual AGM offers opportunity for all shareholders (including international shareholders) to participate – no travel required and limited efforts for all shareholders, therefore at the same time being a sustainable format with lower costs
- Virtual AGM offers greater planning security than physical AGM – Pandemic situation remains dynamic which makes organization of a physical AGM challenging

Seeking authorization to provide that AGMs can be held virtually for 2 years

- Amendment of Articles of Association regarding virtual shareholders' meetings limited to 2 years – Decision on a yearly basis
- Amendment of Articles of Association allowing Management Board to determine that shareholders' meetings be held as virtual shareholders' meetings
- Amendment of Articles of Association allowing Supervisory Board Members to attend virtually via two-way communication at virtual shareholders' meetings

Proposed Changes to existing Capitals for AGM 2023

Authorized and Conditional Capitals

Capital pursuant to current Articles of Association	Purpose	Usage since authorization	Proposed Resolution to the AGM 2023	% of current registered share capital (as now proposed)
Authorized Capital 2021-I: Issuance of approx. 20% of then-current share capital	Contribution in cash; exclusion of subscription rights up to 10%	Not used	Cancel authorized capital	~14%
Replacement - Authorized Capital 2023-I: Issuance of approx. 20% of now-current share capital	Replacement of Authorized Capital 2021-I	n. a.	Authorized capital for capital increase against contribution in cash and/or in kind	20% (10% w/o subscription rights*)
Authorized Capital 2021-II: Issuance of approx. 10% of then-current share capital	Contribution in cash; exclusion of subscription rights up to 10%	New ordinary shares issued (3,9%) for RPI in July 2021	Cancel authorized capital	~6%
Replacement - Authorized Capital 2023-II: Issuance of approx. 10% of now-current share capital	Replacement of Authorized Capital 2021-II	n. a.	Authorized capital for capital increase against contribution in cash	10% (10% w/o subscription rights*)
Reduction – Conditional Capital 2016-III	The Condition Capital 2016-III is now partially no longer required and can be reduced to € 416,297.00	Not used	Reduce conditional capital	1.21%
Reduction – Authorized Capital 2019-I	The Authorized Capital 2019-I is now partially no longer required and can be reduced to € 42,715.00	Not used	Reduce authorized capital	0.12%
Reduction – Authorized Capital 2021-III	The Authorized Capital 2021-III is now partially no longer required and can be reduced to € 41,552.00	Not used	Reduce authorized capital	0.12%

*The proposed authorization to serve corporate financing purposes would in total not allow for exclusion of subscription rights by more than 10% (excluding authorizations serving incentive programs for employees and Management Board (also max. 10%)).

Thank you