

Report of the Supervisory Board

Cooperation of the Management Board and Supervisory Board

During the 2022 financial year, the Supervisory Board comprehensively performed the duties assigned to it by law, the Articles of Association, the Rules of Procedure, and the recommendations of the German Corporate Governance Code (hereinafter referred to as the “Code”) with two justified exceptions both as regards the Code in its version dated December 16, 2019 (the “Code 2020”), and the Code in its version dated April 28, 2022 (the “Code 2022”), as applicable. We regularly advised and continually oversaw the Management Board in its management of the Company and dealt extensively with the operational and strategic development of the Group. The Management Board fulfilled its duty to inform us and furnish us with periodic written and verbal reports containing timely and detailed information on all business transactions and events of significant relevance to the Company. The Management Board prepared these reports in collaboration with the respective departments. In our Committee meetings and plenary sessions, we had the opportunity to discuss the Management Board’s reports and the proposed resolutions in full. The Management Board answered our questions on strategic topics affecting the Company with a great level of detail and submitted the relevant documents in a timely manner. Any deviations from the business plan were thoroughly explained to us and we were directly involved at an early stage in all decisions relevant to the Company.

An appropriate resolution was passed when the Supervisory Board’s approval for individual actions was required by law, the Articles of Association, or the Rules of Procedure. The Supervisory Board members approved all actions by the Management Board requiring Supervisory Board approval based on the documentation provided in advance by the Management Board. When necessary, the Supervisory

Board received the support of the relevant Committees and, together with the Management Board, discussed any projects requiring decision. All matters requiring approval were submitted for review by the Management Board to the Supervisory Board on a timely basis.

Outside of the meetings of the Supervisory Board plenum and the Committees, the Chair of the Supervisory Board regularly exchanged information and ideas with the Management Board and especially the Chief Executive Officer, Jean-Paul Kress, M.D. The Chair of the Supervisory Board was always kept promptly informed of the current business situation and any significant business transactions. The chairs of the Committees have also had regular contact with the Management Board members in their respective areas of responsibility and individual Management Board members upon request.

Supervisory Board Meetings in the 2022 Financial Year and Key Items of Discussion

A total of eight Supervisory Board meetings were held in the 2022 financial year, of which four were in-person meetings and four took the form of a video conference. The Supervisory Board regularly held closed sessions without participation of the Management Board as part of their Supervisory Board meetings. All Supervisory Board members were present at all Supervisory Board meetings. A detailed overview of the participation of all Supervisory Board members in the respective Supervisory Board and Committee meetings can be found in the “Statement on Corporate Governance,” which is available on the Company’s website under the heading “Investors > Corporate Governance > Statement on Corporate

Governance,” and in the Annual Report on pages 81 to 83. In urgent cases occurring outside of meetings, the Supervisory Board passed resolutions by written procedure.

In addition to the above, a one-day in-person strategy meeting took place in November 2022 that primarily addressed:

- the Company’s corporate strategy and financial outlook;
- the development strategy for the clinical and preclinical assets of the MorphoSys Group; and
- the strategy for the research assets of the MorphoSys Group.

During the 2022 financial year, the Supervisory Board paid particular attention to the following topics and passed resolutions on these topics after a thorough review and discussion:

- evaluation of the achievement of the Company goals 2021 and approval of the Company goals for 2022 and 2023;
- resolution on the adjustment of the Company’s Articles of Association to reflect the share capital and the respective conditional capital after the issuance of new shares in 2021 based on the exercise of 4,345 stock options;
- approval of the terms and conditions of the Performance Share Unit Program 2022 and definition of the number of performance share units to be granted to the members of the Management Board under this plan;
- approval of the terms and conditions of the Restricted Stock Unit Program 2022 for U.S. beneficiaries;
- agenda and proposed resolutions for the Annual General Meeting 2022, as well as the nomination of Andrew Cheng, M.D., Ph.D., as Supervisory Board candidate for election at the Annual General Meeting 2022;
- selection of the auditor to be proposed to the Annual General Meeting 2022 for the audit of the 2022 financial

year and award of the audit contract to the auditor for the 2022 financial year;

- confirmation of Marc Cluzel, M.D., Ph.D., as Chair of the Supervisory Board and George Golumbeski, Ph.D., as Deputy Chair of the Supervisory Board and re-establishment and restaffing of the Committees in the Supervisory Board's constituent meeting following the Annual General Meeting 2022;
- revision of the charters of the Audit Committee, the Remuneration and Nomination Committee, and the Science and Technology Committee;
- conclusion of a release agreement with the former Chief Research and Development Officer, Malte Peters, M.D., in the course of his stepping down as of the end of September 30, 2022;
- revision of the Rules of Procedure for the Management Board including the Schedule of Responsibilities;
- update of the competence profile of the Supervisory Board including the appointment of Sharon Curran as ESG expert on the Supervisory Board and update of the target value for the proportion of women on the Management Board;
- approval of various study and supply-related contracts exceeding € 10 million as well as the license agreement with Novartis to research, develop, and commercialize preclinical inhibitors for a new cancer target molecule;
- new Declaration of Conformity for 2022;
- budget for the 2023 financial year; and
- conclusion of a release agreement with the Chief Financial Officer, Sung Lee, in the course of his stepping down as of March 17, 2023.

We commissioned an independent remuneration consultant to confirm the appropriateness of the Management Board's compensation also with a view to its comparability with the remuneration of various levels of employees. We discussed and agreed on the key performance indicators for the long-term incentive plans for the Management Board and other employees in key positions. Further, we approved the revised remuneration system for the members of the Management Board, which was submitted for approval to the Annual General Meeting 2022. In addition, we developed

and approved the remuneration report for the financial year 2021, which was submitted for approval to the Annual General Meeting 2022.

Furthermore, we approved the financial statements for the financial year 2021, acknowledged the half-year results for 2022 and the first and third quarter reports, and dealt with the Statement on Corporate Governance and the Report on Corporate Governance.

Our regular discussions in the Supervisory Board's plenary meetings were focused on MorphoSys' long-term strategy, Monjuvi® sales performance, revenue and cash development, and the regular financial reports including communication to the investor community and share price development. Further focal points of discussion were the results and progress of the Company's clinical programs for the development of proprietary drugs and research activities as well as the consolidation of the Company's research and discovery activities. Furthermore, we reviewed the financial outlook for the 2024/2025 financial years and deliberated on MorphoSys' associated future potential financing needs. In addition, we carried out an evaluation on how effectively the Supervisory Board and its Committees fulfill their tasks, which was done via a questionnaire that included a joint self-evaluation of the Supervisory Board and its Committees. Furthermore, we kept ourselves regularly informed with respect to the Company's risk management system, internal audit results, and the internal control and compliance management system.

Conflicts of Interest within the Supervisory Board

No conflicts of interest arose within the Supervisory Board in the 2022 financial year.

Activities and Meetings of Supervisory Board Committees

To ensure that its duties are performed efficiently, the Supervisory Board has established three permanent Committees – the Audit Committee, the Remuneration and Nomination Committee, and the Science and Technology Committee – to prepare the issues that fall within the Supervisory Board's respective areas of responsibility for the Supervisory Board plenum. In each Supervisory Board meeting, the chairs of the Committees report to the Supervisory Board on the Committees' work and the minutes of the Committee meetings are made available to all Supervisory Board members. The composition of these Committees can be found in the "Statement on Corporate Governance," which is available on the Company's website under the heading "Investors > Corporate Governance > Statement on Corporate Governance," and in the Annual Report on pages 78 to 84.

The Audit Committee met on four occasions in the 2022 financial year, once in person and three times via video conference. All Committee members were present at all Audit Committee meetings. The Committee dealt mainly with accounting issues, quarterly reports, annual financial statements, and consolidated financial statements. The Committee discussed these topics with the Management Board and recommended the approval of the financial statements to the Supervisory Board. The auditor took part in all Audit Committee meetings and informed its members of the audit and review results. In addition, the Audit Committee dealt with the annual update of a list of permitted and pre-approved non-audit services provided by the auditor. The Committee also discussed the risk management system, the compliance management system, and the results of the internal audit conducted in the 2022 financial year, as well as specific accounting issues under the International Financial Reporting Standards (IFRS) relevant to the Company. Furthermore, the Committee regularly discussed the Company's Asset Management Policy and the investment recommendations made by the

Management Board. The Committee also discussed in depth the 2023 budget and the financial outlook for the 2024/2025 financial years. Furthermore, the Committee monitored the further development of and adaptation to new processes and transactions in the Internal Control over Financial Reporting (ICoFR) system to ensure continuous SOX compliance by end of 2022.

To increase efficiency, there is a joint Remuneration and Nomination Committee, which deliberates on matters relating to remuneration and nomination. The Committee met on six occasions in the 2022 financial year, with all meetings taking the form of a video conference. All Committee members participated in all Committee meetings. In its function as a remuneration committee, the Committee mainly dealt with the Management Board's remuneration system and level of compensation. In particular, the Committee dealt with the revision of the remuneration system for the members of the Management Board, which was submitted to the Annual General Meeting 2022 for approval. In addition, the Committee dealt with the preparation of the 2021 remuneration report. Further, the Committee also commissioned an independent remuneration expert to verify the (horizontal and vertical) appropriateness of the Management Board's remuneration. Based on this report, the Committee prepared a recommendation on the Management Board's compensation and submitted this to the Supervisory Board for approval. In addition, the Committee gave careful consideration to the Company goals as a basis for the Management Board's short-term variable remuneration and offered appropriate recommendations to the Supervisory Board for resolution. The Committee discussed the key performance indicators of the long-term incentive plans for the Management Board and other employees in key positions. Further, this Committee prepared the release agreement with the Chief Research and Development Officer, Malte Peters, M.D., and the release agreement with the Chief Financial Officer, Sung Lee. In addition, this Committee dealt with succession planning within the Company.

The Science and Technology Committee met on five occasions during the 2022 financial year, twice in person and three times via video conference. All Committee members participated in all Committee meetings. The Committee dealt mainly with the Company's research and development activities as well as the overall strategy to expand the proprietary drug pipeline, the Company's drug development plans and future development strategy, progress in the clinical trials, and required budget resources. Moreover, the development of pelabresib, maximizing the myelofibrosis opportunity and expanding into new indications, was examined. The Committee evaluated the execution of the MANIFEST and MANIFEST-2 studies to ensure the forementioned development and endorsed expansion to new indications in order to leverage synergies in myeloid diseases. Additionally, the Committee also reviewed key areas of progress within the tafasitamab program, expanding into first-line DLBCL, including respective firstMIND and frontMIND studies, as well as raising awareness of CD19 preservation in the context of the available CAR-T treatment. The Committee further deliberated on the research organization strategy. The Committee also evaluated development of tulmimetostat in multiple indications and monitored felzartamab progress in autoimmune diseases and transition of the program activities to HI-Bio.

The members of the Science and Technology Committee also serve as members of the Ad Hoc Deal Committee, which meets in this function when necessary. The Deal Committee met once in the 2022 financial year via video conference.

Corporate Governance

The Supervisory Board devoted its attention to the further development of MorphaSys' corporate governance, taking into consideration the Code. The Statement on Corporate Governance according to Section 289f HGB, including the detailed Report on Corporate Governance, and the Group Statement on Corporate Governance according to Section 315d HGB can be found on the Company's website under the heading "Investors > Corporate Governance > Report on Corporate Governance" and in the Annual Report on pages 76 to 96.

We also discussed with the Management Board the Company's compliance with the Code's recommendations and in two justified cases approved an exception to the recommendations of the Code 2020 and the Code 2022, respectively. Based on this consultation, the Management Board and the Supervisory Board submitted the annual Declaration of Conformity on November 29, 2022. The current version of the Declaration of Conformity can be found in this Annual Report and is permanently available on the Company's website under the heading "Investors > Corporate Governance > Declaration of Conformity."

Changes in the Composition of the Management Board and Supervisory Board

By resolution of the Supervisory Board dated December 14, 2021, the Chief Executive Officer, Jean-Paul Kress, M.D., has been reappointed as member of the Management Board with effect as of September 1, 2022, for a term of three years.

The Chief Research and Development Officer, Malte Peters, M.D., resigned as member of the Management Board with effect as of the end of September 30, 2022. Further, the Chief Financial Officer, Sung Lee, resigned as a member of the Management Board with effect as of the end of March 17, 2023.

No further changes in the composition of the Management Board took place during the 2022 financial year. In February 2023, Charlotte Lohmann has been appointed as a member of the Management Board and Chief Legal Officer with effect as of March 1, 2023, until the end of August 31, 2023. Lucinda Crabtree will join the Management Board as Chief Financial Officer presumably in Q2 2023 or Q3 2023 at the latest.

With effect as of the end of the Annual General Meeting 2022, the term of office of the Supervisory Board member Wendy Johnson ended. The Annual General Meeting 2022 has elected Andrew Cheng, M.D., Ph.D., as member of the Supervisory Board until the end of the General Meeting that resolves upon the discharge of the Supervisory Board for the second business year following the beginning of the term of office (i.e., presumably until the end of the Annual General Meeting 2025). No further changes in the composition of the Supervisory Board took place during the 2022 financial year.

Audit of the Annual Financial Statements and Consolidated Financial Statements

For the 2022 financial year, the Company commissioned PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich (“PwC”) as its auditor.

The consolidated financial statements and the annual financial statements of MorphoSys AG, as well as the Group Management Report and the Management Report for the 2022 financial year, were properly audited by PwC and issued with an unqualified audit opinion. The key topics of the audit for the consolidated and annual financial statements for the 2022 financial year were management override of controls, the risk of fraud in revenue recognition due to potential fictitious manual adjustments to revenue, the valuation of the financial liability from collaborations, the valuation of the financial liabilities arising from the agreements with Royalty Pharma, the tax treatment of the Royalty Pharma agreements, the recoverability of goodwill and intangible assets related to Constellation Pharmaceuticals Inc., the valuation of the investment and the anti-dilution right in connection with the acquisition of shares in Human Immunology Biosciences Inc., the evaluation of Management Board’s going concern assessment, and for statutory purposes the valuation of the investment in MorphoSys US Inc., as well as the assessment of the design and effectiveness of internal controls in accordance with SOX404. In addition, the auditor confirmed that the Management Board had established an appropriate early risk detection system.

The audit reports and documents relating to the consolidated financial statements and the annual financial statements were provided on a timely basis to all Supervisory Board members for review. The audit report, the consolidated financial statements, the Group Management Report of the MorphoSys Group, and the audit report, the annual financial statements, and the Management Report of MorphoSys AG were discussed in detail at the Audit Committee meeting on March 13, 2023, and the meeting of the Supervisory Board on March 14, 2023. The auditor attended all meetings concerning the consolidated and annual financial statements, the half-year report, and quarterly interim statements and reported on the key results of his audit and review, respectively. The auditor also explained the scope and focus of the audit and review and was available to the Audit Committee and the Supervisory Board to answer questions and provide further information.

The Audit Committee discussed the audit results in detail and recommended to the Supervisory Board that it approves the consolidated and annual financial statements prepared by the Management Board. The Supervisory Board also took note of the audit results and, in turn, reviewed the consolidated and annual financial statements and Management Reports in accordance with the statutory provisions. Following its own examination, the Supervisory Board also determined that it sees no cause for objection. The consolidated and annual financial statements, as well as the Group Management Report and the Management Report as prepared by the Management Board and audited by the auditor, were subsequently approved by the Supervisory Board. Thus, the annual financial statements were adopted.

The Company has to prepare a remuneration report in accordance with Section 162 of the German Stock Corporation Act (“AktG”) and a separate non-financial group report for the 2022 financial year. The Supervisory Board has commissioned PwC with a voluntary material review of the remuneration report and to review the separate non-financial group report by way of a review with limited assurance. All members of the Supervisory Board

received the remuneration report and the separate non-financial group report and the independent auditor's report on the review in a timely manner. PwC's report and the audit opinion were discussed at the Supervisory Board's plenary meeting on March 14, 2023. The auditor participated in this discussion and presented the audit results. The Supervisory Board took note of the results of the audit with approval.

Recognition for Dedicated Service

On behalf of the entire Supervisory Board, I would like to thank the members of the Management Board and the employees of MorphoSys for their achievements, their dedicated service, and the inspirational work environment witnessed during this past financial year. Thanks to their efforts, MorphoSys' portfolio has continued to mature and expand, and important milestones have been achieved.

The Supervisory Board would also like to thank the departed Management Board members Malte Peters, M.D., and the departing Management Board member Sung Lee for their contribution and commitment. The Supervisory Board further thanks the Supervisory Board member Wendy Johnson for her commitment and cooperation.

Planegg, March 14, 2023

Marc Cluzel, M.D., Ph.D.
Chair of the Supervisory Board