

Additional explanations of the rights of shareholders under Sections 122 (2), 126 (1), 127 and Section 131 (1) AktG (German Stock Corporation Act) and other rights in connection with the virtual Annual General Meeting

1. Motions for additions to the agenda at the request of a minority pursuant to section 122 (2) AktG

Shareholders whose shares together amount to one-twentieth of the capital stock or the proportionate amount of € 500,000.00 of the Company's share capital (equivalent to 500,000 no-par value shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Management Board of MorphoSys AG and must be received by the Company at least 30 days prior to the General Meeting, i.e. at the latest by the end of the

16 April 2022
(24:00 CEST)

at the following address:

MorphoSys AG
The Board
Sammelweisstraße 7
82152 Planegg
Germany

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board's decision on the request, with section 70 German Stock Corporation Act (AktG) applying when calculating the period of share ownership. The day of receipt of the request shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 German Civil Code (BGB) shall not apply mutatis mutandis.

Additions to the agenda which are to be announced - insofar as they have not already been announced with the convening notice - will be published in the Federal Gazette without delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be published on the internet at www.morphosys.com/agm and communicated to the shareholders.

The relevant sections of the German Stock Corporation Act upon which those share-holder rights are based are as follows:

Section 122 of the German Stock Corporation Act: Convening a meeting upon the request of a minority

- (1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting is to depend on another form and on holding a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the managing board regarding their request is made. Section 121 para. 7 shall apply correspondingly.
- (2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than 500,000 Euro, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the Company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.
- (3) If any such request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorization. An appeal may be made against the decision of the court. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.
- (4) The Company shall bear the costs of the general meeting and, in the case of paragraph (3), also the court costs if the court grants the application.

Section 124 (1) of the German Stock Corporation Act: Publication of requests for supplements; proposals for resolutions

- (1) If the minority has requested pursuant to Section 122 para. 2 that items shall be added to the agenda, these items shall be published either upon convening the meeting or immediately following receipt of the request. Section 121 para. 4 shall apply analogously; moreover, Section 121 para. 4a shall apply analogously to public companies. Publication and submission shall be made in the same way as applicable for convening the meeting.

Section 121 (4), (4a), (7) of the German Stock Corporation Act: General provisions

- (4) The convening of the general meeting shall be published in the company's journals. If the shareholders of the Company are known by name, the shareholders' meeting may be convened by registered letter, unless the articles of association provide otherwise; the day of dispatch shall be considered the day of publication. A notification to those registered in the shareholders' register is sufficient.
- (4a) In case of public companies which have not exclusively issued registered shares or which do not send the convention directly to the shareholders pursuant to para. 4 sentence 2, the notice shall, at the latest on the date of announcement, be furnished to such suitable media as may be expected to disseminate the information throughout the European Union.
- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

Section 70 of the German Stock Corporation Act: Computation of the period of shareholding

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an enterprise operating pursuant to § 53 paragraph 1 sentence 1 or § 53b paragraph 1 sentence 1 or paragraph 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Savings Bank Act.

§ Section 87 (4) of the German Stock Corporation Act: Principles for the remuneration of members of the executive board

- (4) The general meeting may, upon motion pursuant to section 122, paragraph 2, sentence 1, reduce the maximum remuneration determined pursuant to section 87a, paragraph 1, sentence 2, number 1.

2. Motions pursuant to section 126 (1) AktG and Election proposals pursuant to section 127 AktG

In addition, shareholders may submit to the Company countermotions to proposals by the Management Board and/or Supervisory Board on specific items on the agenda and nominations for the election of Supervisory Board members or auditors. Counter motions (together with any reasons), election proposals and other inquiries from shareholders regarding the General Meeting must be sent exclusively to the following address:

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

Fax: +49 (0)89 889 690 655

E-mail: antraege@better-orange.de

Counter motions and election proposals addressed otherwise will not be considered. Better Orange IR & HV AG is the Company's authorized recipient for counter motions and election proposals.

Up to 14 days prior to the date of the General Meeting, i.e. by no later than the end of the

2 May 2023
(24:00 CEST)

counter motions and election proposals received at the above address, fax number or e-mail address with proof of shareholder status, including the name of the shareholder as well as reasons to be made available, will be made available to the other shareholders on the Internet at www.morphosys.com/agm upon receipt, provided that the other requirements for an obligation to publish pursuant to sections 126, 127 AktG are met. Any comments by the management will also be published at the above Internet address.

In addition to the reasons set out in section 126 (2) AktG, the Management Board is also not required to make an election proposal accessible if, among other things, the proposal does not contain the name, occupation and place of residence of the candidate. Proposals for the election of Supervisory Board members also do not have to be made accessible if they are not accompanied by information on the membership of the proposed Supervisory Board candidates in other statutory supervisory boards within the meaning of section 125 (1) sentence 5 AktG.

Counter motions and election proposals by shareholders or their proxies that are to be made available pursuant to section 126 or section 127 AktG shall be deemed to have been made at the time they are made available. The Company allows the voting right on these counter motions or election proposals to be exercised as soon as the shareholder making the motion or submitting the election proposal is duly legitimized and duly registered for the General Meeting. Shareholders or their proxies who are connected to the General Meeting also have the right to submit motions and election proposals in the General Meeting by means of video communication within the scope of their right to speak.

The relevant sections of the German Stock Corporation Act upon which those share-holder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

Section 126 of the German Stock Corporation Act: Propositions by shareholders

- (1) Information on shareholders propositions, including the respective shareholder's name, as well as the underlying reasons for the proposition and statements, if any, by the Management need only be given to the beneficiaries pursuant to section 125 para. 1 through 3, if the shareholder submits to the company at the address specified his counter-application stating the reasons for it to a proposal of the executive management board and the supervisory board concerning a specific agenda item at the latest 14 days prior to the general meeting. The day of the receipt is not counted. Public companies have to publish the propositions on their webpage. Section 125 para. 3 applies accordingly.

- (2) Information on a counter-application and the reasons therefor need not be given, if:
1. the executive management board would by reason of giving such information become criminally liable;
 2. the counter-application would result in a resolution of the general meeting which would be unlawful or in breach of the articles;
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are defamatory;
 4. a counter-application of such shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to section 125;
 5. the same counter-application of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter-application;
 6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
 7. within the past two years at two general meetings the shareholder failed to move or cause to be moved on his behalf a counter-application communicated by him.

The statement of grounds need not be communicated if it exceeds 5,000 figures.

- (3) If several shareholder make counter-applications in respect of the same resolution, the management board may combine such counter-applications and their statements of grounds.
- (4) In the case of an virtual general meeting, propositions that are to be made accessible pursuant to paragraphs 1 to 3 shall be deemed to have been made at the time they are made accessible. The company shall enable the voting right on these propositions to be exercised as soon as the shareholders can prove the legal or statutory requirements for exercising the voting right. Unless the shareholder who made the proposal is duly legitimised and, if registration is required, duly registered for the general meeting, the proposal need not be dealt with at the meeting.

Section 127 sentences 1 to 3 of the German Stock Corporation Act: Nominations by shareholders

Section 126 shall apply analogously to nomination by a shareholder for election of supervisory board members or auditors. Such nomination need not be supported by statement of grounds. Nor need the executive management board give notice of such nomination if it fails to contain the particulars required by section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

Section 124 (3) sentence 4 of the German Stock Corporation Act: Publication for requests for supplements; proposals for resolutions

- (3) ...The nomination for the election of supervisory board members or auditors shall state their name, profession and domicile. ...

Section 125 (1) sentence 5 of the German Stock Corporation Act: Communications to shareholders and Members of the Supervisory Board

- (1) ...In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises shall be added.

Section 137 of the German Stock Corporation Act: Voting on nomination made by shareholders

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

3. Shareholders' right to information pursuant to section 131 (1) AktG

Pursuant to Section 131 (1) of AktG, each shareholder must be provided with information by the Management Board on the Company's affairs at the General Meeting upon request, insofar as this information is necessary for a proper assessment of the item on the agenda and there is no right to refuse to provide information (right to information). The right to information is granted to shareholders in the virtual General Meeting by means of electronic communication.

The duty of the Management Board to provide information also extends to the legal and business relationships of the company with its affiliated companies. Furthermore, the duty to provide information also concerns the situation of the group and the companies included in the consolidated financial statements.

The questions of the shareholders shall be submitted at the latest three days before the general meeting, i.e. at the latest by

13 May 2023
(24:00 hours CEST)

by way of electronic communication, via the password-protected internet service accessible at the internet address www.morphosys.com/agm, in accordance with the procedure provided for this purpose. (section 131 (1a) sentence 1 AktG) Questions not submitted in due time need not be considered (section 131 (1a) sentence 3 AktG).

The Company will answer the duly submitted questions. The questions as well as the corresponding answers will be made available one day before the Annual General Meeting, i.e. on

15 May 2023
(24:00 hours CEST)

on the Company's website at www.morphosys.com/agm.

Shareholders have the right to ask questions at the Annual General Meeting about all answers given by the Management Board (section 131 (1d) of the German Stock Corporation Act (AktG)) as well as the right to ask questions about matters that have arisen after 13 May 2023, 24:00 hours CEST.

The chairman of the meeting intends to determine that the aforementioned right to information (right to ask questions about all answers given by the Management Board and right to ask questions on new matters) may be exercised in the general meeting exclusively by way of video communication, i.e. within the scope of the right to speak and the procedure provided for this purpose.

Section 131 (4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the General Meeting due to his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at his request in the General Meeting, even if it is not necessary for the proper assessment of the item on the agenda.

In addition, section 131 (5) sentence 1 AktG provides that if a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting.

Within the framework of the virtual General Meeting, it is ensured that every shareholder who is electronically connected to the General Meeting can submit the request pursuant to section 131 (4) sentence 1 AktG by way of electronic communication via the password-protected Internet service on the Company's website at www.morphosys.com/agm in accordance with the procedures provided for this purpose using the relevant access data at the General Meeting.

Since the Management Board makes use of the option of section 131 (1a) sentence 1 AktG, the report of the Management Board will be made available to the shareholders pursuant to section 118a (1) no. 5 AktG no later than seven days prior to the Annual General Meeting, i.e. from

9 May 2023
(24:00 hours CEST)

on the Company's website at www.morphosys.com/agm.

The relevant sections of the German Stock Corporation Act upon which those share-holder rights are based and which also set forth under which preconditions the Executive Management Board can refuse to answer are as follows:

Section 131 of the German Stock Corporation Act: Shareholders right to information

- (1) Each shareholder shall upon request be provided with information at a general meeting by the executive management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any connected enterprise. If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. The disclosure obligation of the executive management board of the parent company (section 290 para. 1 sentence 2 of the German Commercial Code) in the general meeting, to which the consolidated financial statements and the consolidated management report is presented, also extends to the situation of the consolidated group of companies and of the enterprises included in the consolidated financial statements.
 - (1a) In the case of a virtual general meeting, paragraph 1 sentence 1 shall apply with the proviso that the executive board may stipulate that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. For the calculation of the deadline, § 121 paragraph 7 shall apply. Questions not submitted in due time need not be considered.
 - (1b) The scope of the submission of questions may be reasonably limited in the convening notice. The right to submit questions may be restricted to shareholders duly registered for the meeting.
 - (1c) The company shall make duly submitted questions available to all shareholders before the meeting and answer them no later than one day before the meeting; § 121 paragraph 7 shall apply to the calculation of the time limit. In the case of listed companies, the questions shall be made available and answered via the company's website. § Section 126 subsection 2 sentence 1 number 1, 3 and 6 shall apply mutatis mutandis to the making available of the questions. If the answers are continuously accessible one day before the beginning and at the meeting, the executive board may refuse to provide information on these questions at the meeting.
 - (1d) Each shareholder who is electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the executive board before and at the meeting. Paragraph 2 sentence 2 shall also apply to the right to ask questions.
 - (1e) In addition, every shareholder who is electronically connected to the meeting shall be granted the right at the meeting by means of electronic communication to ask questions on matters that have only arisen after the expiry of the period pursuant to paragraph 1a sentence 1. Paragraph 2 sentence 2 shall also apply to this right to ask questions.
 - (1f) The chairman of the meeting may determine that the right to information pursuant to paragraph 1, the right to ask questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e may be exercised in the general meeting exclusively by means of video communication.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the by-laws according to section 129 can authorize the chairperson to set appropriate time limits in regards to shareholders' right to ask questions and speak and to make other determinations in this matter.
- (3) The executive management board may refuse to provide information:
 1. to the extent that providing such information is, according to sound business judgement, likely to cause not insignificant damage to the company or a connected enterprise;
 2. to the extent that such information relates to tax valuations or the amount of individual taxes;
 3. on the difference between the value at which items are shown in the annual balance sheet and the higher value of such items, unless the general meeting is to determine the annual financial statements;
 4. on methods of arriving at balances and valuation, if disclosure of such methods in the notes suffices to provide a factually accurate picture of the condition of the company's assets, financial position and

profitability within the meaning of section 264 para. 2 of the German Commercial Code; this shall not apply if the general meeting is to determine the annual financial statements;

5. insofar as provision of the information would render the executive management board criminally liable;
6. insofar as, in the case of a bank or a financial services institution, information on methods adopted of arriving at balances, valuation and does not require to be given in the annual financial statements, management report, consolidated financial statements or consolidated management report;
7. insofar as such information is available on the webpage of the company at least for a period of seven days prior to the general meeting and throughout the general meeting.

Provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder, by reason of his status as a shareholder, outside the general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication. The executive management board may not refuse to provide such information on the grounds of paragraph (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) an enterprise with common management (section 310 paragraph (1) of the German Commercial Code) or an associated enterprise (section 311 paragraph (1) of the German Commercial Code) discloses the information to a parent enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) for the purposes of inclusion of the information in the consolidated financial statements of the parent enterprise and the information is necessary for that purpose.
- (5) A shareholder who has been denied information may request that his question, and the reason for which the information was denied, be recorded in the minutes of the meeting. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication.

4. Virtual general meeting pursuant to § 118a AktG and right to comment and speak at virtual general meetings pursuant to § 130a AktG

The general meeting will be held in the form of a virtual general meeting pursuant to § 118a AktG in conjunction with § 26n para. 1 EGAktG. § Section 26n (1) of the Introductory Act to the Stock Corporation Act (EGAktG).

Shareholders or their proxies (with the exception of the Company's proxies) have no right or opportunity to be physically present at the location of the General Meeting. The entire General Meeting will be broadcast live in video and audio for duly registered shareholders or their proxies via the Company's website at www.morphosys.com/agm in the password-protected internet service. Shareholders' voting rights will be exercised - including by authorizing of third parties - exclusively by means of electronic communication, namely by electronic postal vote, or by issuing a power of attorney and instructions to the proxies nominated by the Company.

The relevant sections of the German Stock Corporation Act for a virtual general meeting are as follows:

§ Section 118a (1) AktG Virtual general meeting

- (1) The articles of association may provide or authorise the board to provide that the meeting shall be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the following requirements must be met:
1. the entire meeting shall be broadcast by video and audio,
 2. the shareholders' voting rights may be exercised by means of electronic communication, namely by electronic participation or electronic postal voting, as well as by granting proxies,
 3. shareholders who are electronically connected to the meeting shall be granted the right to submit motions and election proposals by means of video communication at the meeting,
 4. shareholders shall be granted a right to information pursuant to § 131 by way of electronic communication,
 5. the shareholders shall be given access to the report of the executive board or its essential content no later than seven days before the meeting, provided that the executive board makes use of the option under section 131, paragraph 1a, sentence 1,
 6. the shareholders shall be granted the right to submit comments in accordance with § 130a paras. 1 to 4 by means of electronic communication,
 7. shareholders electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication in accordance with § 130a paragraphs 5 and 6,
 8. shareholders connected electronically to the meeting shall be granted the right to object to a resolution of the general meeting by means of electronic communication.

Section 121 (7) shall apply to the calculation of the time limit pursuant to sentence 2 number 5; in the case of listed companies, such access shall be made available via the company's website. § Section 118, paragraph 1, sentences 3 and 4 and section 67a, paragraph 2, sentence 1 and paragraph 3 shall apply accordingly.

Submission of comments

Shareholders or their proxies have the right pursuant to section 118a (1) sentence 2 no. 6 in conjunction with section 130a (1) to (4) AktG to make comments on the items on the agenda no later than five days before the virtual General Meeting, i.e. by

11 May 2023

(24:00 CEST)

by means of electronic communication, via the password-protected Internet service accessible at the Internet address www.morphosys.com/agm, in accordance with the procedure provided for this purpose.

Comments are to be submitted in accordance with the procedure provided for this purpose in the password-protected Internet service and shall be in text form in the file format PDF with a recommended file size of no more than 50 MB and/or as video in the file formats MPEG-4 or MOV with a file size of no more than 1 GB.

The comments submitted will be made available to all shareholders or their proxies duly registered for the Annual General Meeting, stating the name and place of residence or registered office of the shareholder or proxy submitting the comments, no later than four days before the meeting, i.e. by

12 May 2023

(24:00 CEST)

via the Company's website, unless this may be waived by way of exception in accordance with section 130a (3) sentence 4 AktG. By submitting the statement, the shareholder or his proxy declares his consent to such disclosure.

Motions and election proposals, questions and objections to resolutions of the General Meeting in the context of comments submitted in text form or in video format will not be considered at the General Meeting; the submission of motions or the preparation of election proposals, the exercise of the right to information and the lodging of objections to resolutions of the General Meeting is only possible via the channels described separately in each case in this invitation.

Right to speak

Shareholders or their proxies who are connected electronically to the General Meeting have the right to speak at the General Meeting by way of video communication. From the start of the General Meeting, a virtual table for requests to speak will be available via the password-protected internet service on the Company's website at www.morphosys.com/agm, which shareholders or their proxies can use to register their speech. The right to speak also includes in particular the right to submit motions and election proposals in accordance with section 118a (1) sentence 2 no. 3 AktG and the right to request information in accordance with section 131 (1) AktG.

Pursuant to section 19 (4) of the Company's Articles of Association, the Chairman of the General Meeting may impose reasonable time limits on the shareholder's right to speak and ask questions and make more detailed provisions. In particular, the Chairman of the General Meeting may set speaking and questioning times for the entire course of the General Meeting, for individual items on the agenda and for individual speakers at the beginning of or during the course of the General Meeting and, if necessary for the proper conduct of the General Meeting, order the end of the debate.

The entire virtual shareholders' meeting, including video communication, will be handled in the password-protected Internet service via the BetterMeeting system from Better Orange IR & HV AG. Shareholders or their proxies who wish to register their speech via the virtual registration table require either a non-mobile end device (PC, notebook, laptop) with the installed browser Chrome from version 89, Edge from version 88 or Safari from version 13.1 or a mobile end device (smartphone). Mobile ANDROID smartphones require Chrome from version 89 as the installed browser; mobile iOS smartphones require Safari from version 13.1 as the installed browser. A camera and microphone that can be accessed from the browser must be available on the end devices for speech contributions. No additional software components or apps need to be installed on the end devices. Persons who have registered for a speech via the virtual registration table will be activated for their speech in the password-protected Internet service. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and before the speech and to reject the speech if the functionality is not ensured.

The relevant section of the Company's Articles of Association is as follows:

Sec. 19 (4) of the Articles of Association of MorphoSys AG::

- (4) The Chairman of the General Meeting determines the order of speakers and the consideration of the items on the agenda; he or she may also, to the extent permitted by law, decide on the bundling of factually related resolution proposals into a single voting item, establish reasonable limits on the time taken by the shareholders to speak and pose questions for the entire duration of the General Meeting, for individual agenda items and for individual speakers at the start of or during the course of the General Meeting as well as determine the close of debate as needed for the orderly conduct of the General Meeting.

The relevant sections of the German Stock Corporation Act are as follows:

§ 130a Right to comment and speak at virtual general meetings

- (1) In the case of a virtual general meeting, shareholders shall have the right to submit comments on the items on the agenda before the meeting by means of electronic communication using the address provided for this purpose in the notice convening the meeting. The right may be restricted to shareholders duly registered for the meeting. The scope of the comments may be appropriately limited in the convening notice.
- (2) Comments shall be submitted no later than five days before the meeting.
- (3) The submitted statements shall be made available to all shareholders no later than four days before the meeting. The disclosure may be limited to shareholders duly registered for the meeting. In the case of listed companies, such disclosure shall be made on the website of the company; in the case of sentence 2, such disclosure may also be made on the website of a third party. § Section 126 (2) sentence 1 number 1, 3 and 6 shall apply accordingly.
- (4) Section 121 subsection (7) shall apply to the calculation of the periods referred to in subsections (2) and (3) sentence 1.
- (5) Shareholders who are electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for the speeches. Motions and election proposals according to § 118a paragraph 1 sentence 2 number 3, the request for information according to § 131 paragraph 1, follow-up questions according to § 131 paragraph 1d as well as further questions according to § 131 paragraph 1e may be part of the speech. § 131 paragraph 2 sentence 2 shall apply accordingly.
- (6) The company may reserve the right in the convening notice to check the functionality of the video communication between shareholder and company in the meeting and before the speech and to reject it if the functionality is not ensured.

Planegg, April 2023

MorphoSys AG

The Management Board