

Statement on Corporate Governance, Group Statement on Corporate Governance, and Report on Corporate Governance

The Statement on Corporate Governance and the Group Statement on Corporate Governance, as well as the Report on Corporate Governance, are available on our website under “Investors > Corporate Governance.”

Statement on Corporate Governance Pursuant to Section 289f HGB and Group Statement on Corporate Governance pursuant to Section 315d HGB for the 2023 Financial Year

In the Statement on Corporate Governance pursuant to Section 289f of the German Commercial Code (HGB) and the Group Statement on Corporate Governance pursuant to Section 315d HGB, the Management Board and the Supervisory Board present information on the most essential components of our corporate governance. The components include the annual Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG), the relevant information on corporate governance practices, and other aspects of corporate governance that include, above all, a description of the working practices of the Management Board and Supervisory Board.

Declaration of Conformity of the Management Board and Supervisory Board of MorphoSys AG with regard to the German Corporate Governance Code ("Code")

The Management Board and the Supervisory Board of MorphoSys AG declare pursuant to Section 161 of the German Stock Corporation Act:

1. From November 29, 2022, the date of its most recent Declaration of Conformity, MorphoSys AG has complied – with the exceptions described below – with the recommendations of the “Government Commission on the German Corporate Governance Code” in the Code version dated April 28, 2022 (“GCGC 2022”):

- Until June 2023, MorphoSys AG did not comply with the recommendation C.5 of the GCGC 2022, according to which members of the Management Board of a listed company shall not accept the chairmanship of a Supervisory Board in a non-group listed company. Until June 2023, the Chief Executive Officer (CEO) of MorphoSys AG, Dr. Jean-Paul Kress, held a position as chairman of the Board of Directors of a French biopharmaceutical company, which had at no time in the past affected the fulfillment of his duties as CEO of MorphoSys AG. MorphoSys AG continuously ensured that Dr. Kress’ position as chairman of the Board of Director of such company did not distract his focus on MorphoSys AG’s business and that Dr. Kress had sufficient time to perform his duties as CEO of MorphoSys AG with due regularity and care.

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- MorphoSys AG does not comply with the recommendation C.4 of the GCGC 2022, according to which a Supervisory Board member, who is not a member of any Management Board of a listed company, shall not accept more than five Supervisory Board mandates at non-group listed companies or comparable functions (in a listed or non-listed company), with an appointment as chair of the Supervisory Board being counted twice. The member of the Supervisory Board Dr. George Golumbeski currently holds the following functions in pharmaceutical and biotechnological companies in Ireland and the United States of America:
 - in listed companies: One function as chairman and one function as member of the Board of Directors.
 - in non-listed companies: Three functions as chairman and one function as member of the Board of Directors.

Dr. Golumbeski's positions have at no time in the past affected the fulfillment of his duties as a member of the Supervisory Board of MorphoSys AG. MorphoSys AG continuously ensures that Dr. Golumbeski's positions will not distract his focus on MorphoSys AG's business and that Mr. Golumbeski has sufficient time to perform his duties as a member of the Supervisory Board of MorphoSys AG with due regularity and care.

2. MorphoSys AG will continue to comply – with the exception of the deviation from recommendation C.4 of the GCGC 2022 as described above – with the recommendations of the GCGC 2022.

Planegg, November 29, 2023

MorphoSys AG

For the Management Board:
Dr. Jean-Paul Kress
Chief Executive Officer

For the Supervisory Board:
Dr. Marc Cluzel
Chair of the
Supervisory Board

Relevant Information on Corporate Governance Practices

MorphoSys is committed to good corporate governance, which includes the highest standards of business ethics and compliance. MorphoSys ensures compliance with the law and the highest ethical standards, in particular through the Group-wide enforcement of the Code of Conduct, the Compliance Management Handbook, and other internal policies and guidelines.

The MorphoSys' Code of Conduct sets out the fundamental principles and the most important guidelines and courses of action for conduct in business, especially in cases of business, legal, or ethical dilemmas, and serves as a valuable guide for our employees and managers in the MorphoSys Group. The Code of Conduct also reinforces our transparent and sound management principles and fosters the trust placed in us by the public, business partners, employees, and financial markets. Compliance with the Code of Conduct is carefully monitored. The Group-wide implementation of the Code is overseen by the Global Compliance Committee. The Code of Conduct is provided to all new employees and can be downloaded in German or English from our website under "Investors > Corporate Governance."

The Compliance Management Handbook describes the compliance management program (CMP) and is intended to ensure compliance with all regulations and prescribes high ethical standards that apply to both the management and all employees. The Management Board has overall responsibility for the CMP and is required to report regularly to the Supervisory Board's Audit Committee. In carrying out its compliance responsibility, the Management Board has assigned the relevant tasks to various functions at MorphoSys.

The Global Compliance Committee consists of two members of the MorphoSys AG Management Board, the Chief Research & Development Officer, the Chief Business Officer, the Managing Director of MorphoSys US Inc., the Chief Legal & Human Resources Officer, as well as the U.S. General Counsel and the Head of U.S. Compliance, and is

chaired by the Head of Global Compliance. The Committee meets quarterly and is accessible to all MorphoSys employees at all times.

The U.S. Compliance Committee is comprised of representatives from U.S. department heads and meets quarterly to discuss U.S.-specific activities and compliance with applicable laws and regulations. The U.S. Compliance Committee is chaired by the General Counsel and Head of U.S. Compliance.

The Compliance Subcommittee with our partner Incyte also met quarterly to discuss compliance matters related to co-marketing.

In addition, the Head of Global Compliance submits a report to the Audit Committee of the Supervisory Board twice a year (in 2023 in August and November) and coordinates various improvements to MorphoSys's CMP based on feedback.

The Head of Global Compliance monitors the existing CMP and updates it in accordance with the decisions of the Management Board and Global Compliance Committee. Compliance colleagues are the first point of contact for all employees regarding all compliance matters.

MorphoSys has also introduced important internal guidelines dealing with ethical business conduct, the prevention of bribery and corruption, dealing with healthcare professionals, due diligence towards third parties, reporting and responding to cases of non-compliance and the protection of whistleblowers.

For more information on MorphoSys' compliance management program, please refer to the Report on Corporate Governance.

Composition of the Management Board and Supervisory Board

Management Board

In the financial year 2023, the Management Board of MorphoSys AG consisted of a Chief Executive Officer and one respectively two further members: Effective as of the end of March 17, 2023, Sung Lee resigned from his position as a member of the Management Board and Chief Financial Officer of the Company. Effective as of March 1, 2023, Charlotte Lohmann has been appointed as member of the Management Board and Chief Legal Officer until August 31, 2023. With effect as of August 8, 2023, Lucinda Crabtree, Ph.D., has been appointed as a member of the Management Board and Chief Financial Officer. The Management Board therefore currently consists of a CEO and one further member. In line with the business allocation plan, the different areas of responsibility are currently defined as follows:

- Jean-Paul Kress, M.D., Chief Executive Officer, responsible for the areas of Strategy & Planning; Business Development & Alliance Management; Human Resources, Legal, Compliance & Intellectual Property; Corporate Affairs & Investor Relations; Technical Operations; Facilities & Information Technology; Quality Assurance & Internal Audit; Research & Development; global responsibility for commercialization activities; coordination of responsibilities of Management Board members; representative of Management Board to the Supervisory Board and the public.
- Lucinda Crabtree, Ph.D., Chief Financial Officer: Accounting & Taxes; Global Controlling & Internal Controls; Corporate Development & M&A; Central Purchasing and Logistics; Environmental Social Governance (ESG).

Supervisory Board

Our Supervisory Board consists of six members who oversee and advise the Management Board. The term of office of

Supervisory Board members Michael Brosnan and George Golumbeski, Ph.D., ended with effect as of the end of the 2023 Annual General Meeting. Both of them were re-elected as members of the Supervisory Board.

The current Supervisory Board consists of professionally qualified members who represent our shareholders. The Chair of the Supervisory Board, Marc Cluzel, M.D., Ph.D., coordinates the Board's activities, chairs the Supervisory Board meetings, and represents the interests of the Supervisory Board externally. All Supervisory Board members are independent as per the definition in the German Corporate Governance Code ("Code") and the NASDAQ Listing Rules and have many years of experience in the biotechnology and pharmaceutical industries. The Chair of the Supervisory Board is not a former member of our Management Board. The detailed composition of the Supervisory Board, including its members and Committees, is listed in the tables below.

Table

13 Composition of the Supervisory Board until Termination of the 2023 Annual General Meeting

Name	Position	Initial Appointment	End of Term	Audit Committee	Remuneration and Nomination Committee	Science and Technology Committee
Marc Cluzel, M.D., Ph.D.	Chair	2012	2024			
George Golumbeski, Ph.D.	Deputy Chair	2018	2023			
Krisja Vermeylen	Member	2017	2024			
Michael Brosnan 	Member	2018	2023			
Sharon Curran	Member	2019	2024			
Andrew Cheng, M.D., Ph.D.	Member	2022	2025			



Independent financial expert




Chairperson



Member

Table

14 Composition of the Supervisory Board since Termination of the 2023 Annual General Meeting

Name	Position	Initial Appointment	End of Term	Audit Committee	Remuneration and Nomination Committee	Science and Technology Committee
Marc Cluzel, M.D., Ph.D.	Chair	2012	2024			
George Golumbeski, Ph.D.	Deputy Chair	2018	2024			
Krisja Vermeylen	Member	2017	2024			
Michael Brosnan 	Member	2018	2026			
Sharon Curran ¹⁾	Member	2019	2024			
Andrew Cheng, M.D., Ph.D.	Member	2022	2025			



Independent financial expert



Chairperson



Member

¹⁾Temporary election of Sharon Curran as Deputy Chair of the Supervisory Board for the month of December to ensure the Supervisory Board's ability to sign the commercial register application for the capital increase at the company's notary in Munich as it was foreseeable that both the Chairman and the Vice Chairman of the Supervisory Board would have limited flexibility to travel to Munich in December

Working Practices of the Management Board, Supervisory Board and Executive Committee

To ensure good corporate governance, a guiding principle of the cooperation between our Management Board and our Supervisory Board is the open, comprehensive, and regular communication of information. The dual-board system prescribed by the German Stock Corporation Act clearly differentiates between the Company's management and its supervision. The responsibility of both Boards is clearly stipulated by law and the Articles of Association as well as the Boards' rules of procedure. The boards work closely together to make decisions and take actions for the Company's benefit. Their stated objective is to sustainably increase the Company's value.

Management Board members have their own separate areas of responsibility, as defined in the schedule of responsibilities, and regularly report to the other Management Board members. Cooperation among Management Board members is governed by the rules of procedure. The Supervisory Board approves both the schedule of responsibilities and the rules of procedure.

The Company has also established an Executive Committee. Under the leadership of the Chief Executive Officer, the Executive Committee is responsible for the development of the strategy, for the commercialization, for the operational management of the Company, and for the achievement of its targets and results. The Executive Committee prepares

the decisions for the Management Board's resolutions and adopts resolutions jointly with the Management Board, provided such resolutions do not fall within the sole responsibility of the Management Board by law or by resolution of the Supervisory Board. The Executive Committee consists of the members of the Management Board and senior executives from the Company's core areas, such as Business Development & Licensing, Alliance Management, Technical Operations, Human Resources, Legal, Compliance & Intellectual Property and Corporate Affairs & Investors Relations. In addition to the members of the Management Board, the current members of the Executive Committee are Charlotte Lohmann (Chief Legal and Human Resources Officer), Barbara Krebs-Pohl, Ph.D.

(Chief Business Officer), Joe Horvat (U.S. General Manager), Tim Demuth, M.D., Ph.D. (Chief Research and Development Officer), Luisa Ciccarelli (SVP, Global Head of Technical Operations) and Thomas Biegi (SVP, Head of Corporate Affairs).

Executive Committee meetings are generally held weekly and at least once every two weeks and when necessary in the interest of the Company. Separate Management Board meetings are generally held when this is in the interest of the Company or legally required. During these meetings, resolutions are passed concerning measures and transactions that, under the rules of procedure of the Management Board, require the approval of the entire Management Board. In case of material events, each Management Board or Supervisory Board member can call an extraordinary meeting of the entire Management Board. Management Board resolutions can also be adopted outside of meetings orally, by telephone, or in writing (including by email). Generally, written minutes are taken for the meetings of the full Management Board and Executive Committee.

The Management Board promptly and comprehensively informs the Supervisory Board in writing and at Supervisory Board meetings about planning, business development, the Group's position, risk management, and other compliance issues. Extraordinary meetings of the Supervisory Board are also convened in case of material events. The Management Board involves the Supervisory Board in the strategy, planning, and all fundamental Company issues. The Management Board's rules of procedure specify that material business transactions require the approval of the Supervisory Board. Detailed information on the cooperation of the Management Board and Supervisory Board and important items of discussion during the 2023 financial year can be found in the Report of the Supervisory Board.

The Supervisory Board holds a minimum of two meetings during each calendar half-year. In addition to the Articles of Association, the Supervisory Board has adopted rules of procedure for the Supervisory Board. In accordance with

these rules of procedure, the Chair of the Supervisory Board coordinates the activities of the Supervisory Board, chairs the Supervisory Board meetings, and represents the interests of the Supervisory Board externally. The Supervisory Board generally adopts its resolutions in meetings, but resolutions may also be passed outside of meetings in writing (including by email), by telephone, or by video conference.

The Supervisory Board has a quorum when at least two-thirds of its members participate in the vote. Resolutions of the Supervisory Board are generally passed with a simple majority. In the event of a tied vote, the Chair's vote decides.

The Supervisory Board meetings are recorded in minutes. Resolutions passed outside of meetings are also documented in writing. A copy of the Supervisory Board's minutes is made available to all Supervisory Board members. In accordance with recommendation D.12 of the Code, the Supervisory Board assesses at regular intervals how effectively the Supervisory Board in its entirety and its Committees are performing their tasks. The last review was carried out by the Supervisory Board in December 2023 and was based on a questionnaire completed by the members of the Supervisory Board. The results were then discussed and evaluated in a subsequent Supervisory Board meeting.

Composition and Working Practices of the Management Board and Supervisory Board Committees

The Management Board has not formed any committees.



















The Supervisory Board has three permanent committees: the Audit Committee, the Remuneration and Nomination Committee, and the Science and Technology Committee. The members of the three committees formed by the Supervisory Board are professionally qualified.

Table
15 Participation of Supervisory Board Members
















Supervisory Board Meetings

Name	Video conference	On-site	On-site	Video conference	Video conference	On-site (strategic meeting)	On-site	Video conference	Video conference	Video conference	Video conference
	01/17/2023	03/14/2023	05/17/2023	08/08/2023	10/04/2023	11/13/2023	11/14/2023	11/20/2023	12/13/2023	12/21/2023	12/23/2023
Marc Cluzel, M.D., Ph.D.											
George Golumbeski, Ph.D.	-										
Krisja Vermeylen											
Michael Brosnan									-		
Sharon Curran									-		
Andrew Cheng, M.D., Ph.D.											








Meetings of the Audit Committee

Name	On-site	Video conference	On-site	On-site	Video conference	On-site
	03/13/2023	05/02/2023	08/07/2023	08/08/2023	10/02/2023	11/13/2023
Krisja Vermeylen						
Michael Brosnan						
Sharon Curran						

Meetings of the Remuneration and Nomination Committee

Name	Video conference	Video conference	Video conference	Video conference	Video conference
	01/16/2023	02/27/2023	05/10/2023	08/07/2023	10/27/2023
Marc Cluzel, M.D., Ph.D.					
Krisja Vermeylen					
Michael Brosnan					

Meetings of the Science and Technology Committee

Name	On-site	On-site	Video conference	On-site
	03/14/2023	05/16/2023	08/08/2023	11/13/2023
George Golumbeski, Ph.D.				
Andrew Cheng, M.D., Ph.D.				
Sharon Curran				

Audit Committee

The main task of the Audit Committee is to support the Supervisory Board in fulfilling its supervisory duties with respect to the accuracy of the annual and consolidated financial statements, the activities of the auditor, and internal control functions, such as risk management, compliance, and internal auditing. The Audit Committee submits a recommendation to the Supervisory Board for the resolution proposal regarding the election of an independent auditor at the Annual General Meeting. The members of the Audit Committee are Michael Brosnan (Chair), Sharon Curran, and Krisja Vermeylen.

The Chair of the Audit Committee, Michael Brosnan, has expertise in the fields of accounting and auditing. His professional knowledge and expertise in these areas are a result of his longstanding experience serving as Chief Financial Officer at several companies. His expertise also includes sustainability reporting and auditing such reporting.

Krisja Vermeylen has special knowledge and experience in the fields of auditing (including sustainability reporting and auditing such reporting). In the course of her professional career she has dealt extensively with this area, particularly in management positions held at various companies and in the context of trainings and further education.

Sharon Curran also has extensive expertise in the field of auditing (including sustainability reporting and auditing such reporting) due to her previous experience and participation in trainings and further education.

Sharon Curran additionally has in-depth knowledge of sustainability, including sustainability reporting and auditing such reporting, due to many years in management positions with a focus on sustainability and the environment at various companies. Specifically, her experience includes the integration of sustainability into corporate and business strategy, the evaluation and optimization of environmental impacts and the development and implementation of ESG targets as part of management remuneration. Against this background, Sharon Curran has been appointed ESG expert to the Supervisory Board. Furthermore, Krisja Vermeylen also has in-depth knowledge in this area, particularly as a result of her extensive experience with ESG targets in the context of management remuneration, and brings this expertise to the Audit Committee and the Supervisory Board.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee is responsible for the preparation and regular review of the Management Board's remuneration system prior to its final approval. When necessary, the Committee searches for

suitable candidates to be appointed as members of the Management Board and Supervisory Board and submits appointment proposals to the Supervisory Board. The Committee also prepares the service agreements with Management Board members. The members of the Remuneration and Nomination Committee are Krisja Vermeylen (Chair), Marc Cluzel, M.D., Ph.D., and Michael Brosnan.

Science and Technology Committee

The Science and Technology Committee advises the Supervisory Board on matters concerning proprietary drug and technology development and prepares the relevant Supervisory Board resolutions. The members of the Science and Technology Committee are George Golumbeski, Ph.D. (Chair), Sharon Curran, and Andrew Cheng, M.D., Ph.D.

Ad Hoc Deal Committee

The members of the Science and Technology Committee also serve as members of the Ad Hoc Deal Committee, which meets in this capacity when required.

Pursuant to recommendation C.14 of the Code, the CVs of the members of the Supervisory Board are published on our website under "Company > Leadership > Supervisory Board."

Remuneration System and Remuneration of the Members of the Management Board and Supervisory Board

The section entitled “Investors – Corporate Governance” contains information on the current remuneration system for the members of the Management Board pursuant to Section 87a (1) AktG, which was approved by the Annual General Meeting on May 18, 2022, as well as the resolution of the Annual General Meeting dated May 19, 2021, on the remuneration of the members of the Supervisory Board pursuant to Section 113 (3) AktG. On the same page, the remuneration report and the auditor’s report pursuant to Section 162 AktG are made publicly available.

Report on Corporate Governance¹⁾

At MorphoSys, responsible, sustainable, and value-oriented corporate governance is a high priority. Good corporate governance is an essential aspect of our corporate management and forms the framework for the Group’s management and supervision, including the Group’s organization, commercial principles, and tools for its guidance and control.

The Code provides a standard for transparent monitoring and management of companies that strongly emphasizes shareholder interests. The German Federal Ministry of Justice originally published the Code in 2002. On April 28, 2022, the Government Commission on the German Corporate Governance Code adopted a new version of the Code, which entered into force upon its publication in the German Federal Gazette on June 27, 2022. The Code contains recommendations and suggestions with regard to the management and supervision of German companies listed on a stock exchange. It is based on domestic and internationally recognized standards for good and responsible corporate governance. The Code aims to make the German system of corporate governance transparent for investors. It contains recommendations and suggestions on corporate governance with regard to shareholders and the Annual General Meeting, the Management Board, and

Supervisory Board, transparency, accounting and valuation principles, and auditing.

There is no obligation to comply with the recommendations and suggestions of the Code. The German Stock Corporation Act only requires the management boards and supervisory boards of listed German companies to publish a declaration each year, (i) either confirming that the company has complied with the recommendations of the Code or (ii) listing the recommendations the company has not complied with and the reasons for the deviation from the recommendations of the Code. In addition, a listed company must also state in its annual declaration whether it intends to comply with the recommendations or must list the recommendations it does not intend to comply with in the future. These declarations must be published permanently on the company’s website. If the company changes its position on certain recommendations between two annual declarations, it must disclose this fact and state the reasons for the deviation from the recommendations. If suggestions from the Code are not complied with, this does not have to be disclosed.

Many of the corporate governance principles contained in the Code have been practiced at MorphoSys for many years. Our corporate governance principles are outlined in the Statement on Corporate Governance pursuant to Sections 289f and 315d HGB. The statement also contains the annual Declaration of Conformity, relevant information on corporate governance practices, and a description of the Management Board’s and Supervisory Board’s working practices. Additional information can be found in the Report on Corporate Governance.

¹⁾ The disclosures in this subsection are “non-management report disclosures” that are not audited by the auditor. The Report on Corporate Governance ends with the subsection “Overall statement on the Adequacy of the Internal Control and Risk Management System.”

Communication with the Capital Market

A key principle of corporate communication at MorphoSys is to simultaneously and fully inform institutional investors, private shareholders, financial analysts, employees, and all other stakeholders of the Company’s situation through

regular, transparent, and timely communication. The Company is firmly committed to following a fair information policy.

Regular meetings with analysts and investors in the context of roadshows and individual meetings play a central role in investor relations at MorphoSys. Conference calls are publicly webcast and follow the publications of quarterly and annual results and give analysts an immediate opportunity to ask questions about the Company’s development. Presentations from conferences and similar events are made available to those interested on the MorphoSys website, as are visual and audio recordings of other important events.

The Company’s website www.morphosys.com/en serves as a central platform for current information on the Company and its development. Financial reports, analyst meetings, and conference presentations, as well as press releases and ad hoc statements, are also available. The important regularly scheduled publications and events (annual reports, interim reports, annual general meetings, and press and analyst conferences) are published in the Company’s financial calendar well in advance.

Competence Profile, Diversity Concept, and Objectives for the Composition

The Company’s Supervisory Board updated its competence profile (including the objectives for its composition) in November 2022. According to this profile, the Supervisory Board of MorphoSys AG shall be composed in such a way that the Supervisory Board in its entirety possesses the knowledge, skills, and professional experience necessary to perform its duties properly and ensure that it appropriately supervises and advises the Management Board of MorphoSys AG while taking diversity into account. When electing Supervisory Board members, the candidates who are proposed to the Annual General Meeting fulfill the overall competence profile based on their professional competence, experience, integrity, commitment, independence, and character. Proposals to the Annual

General Meeting also take the objectives for the composition of the Supervisory Board into consideration.

Competence Profile

The members of the Supervisory Board shall in their entirety possess the professional competence and experience to fulfill the tasks of the Supervisory Board of MorphoSys AG as an internationally operating biopharmaceutical company.

The Supervisory Board considers the following skills and expertise to be particularly essential for the composition of the Supervisory Board of MorphoSys AG:

- members should have a general knowledge of the industry in which the Company operates in order to make sufficient and substantive contributions at Supervisory Board meetings.
- at least one member must have experience in drug development.
- at least one member must have experience in commercialization.
- at least one member must have expertise in the sustainability issues significant to the Company.
- at least one member must have expertise in the field of accounting, and at least one further member must have expertise in the field of auditing (Section 100 (5) AktG).
- at least one member must have experience in personnel issues concerning Management Board matters.

Diversity Concept for the Supervisory Board of MorphoSys AG

The Supervisory Board strives to ensure an appropriate level of diversity with respect to age, gender, internationality, and professional background, as well as regarding professional expertise, experience, and personality, in order to achieve a diverse composition of the Supervisory Board and enable it, in its entirety, to base its decisions on different cultural and professional perspectives and wide experiences.

The Supervisory Board gives particular consideration to the following criteria:

- at least two members of the Supervisory Board shall have extensive international experience or an international background.
- at least one member of the Supervisory Board shall be under the age of 60 at the time of the member's appointment.
- at least two members of the Supervisory Board shall have different professional backgrounds and experience.

With respect to the proportion of women on the Supervisory Board, the Supervisory Board has set target figures as well as deadlines for their achievement in accordance with Section 111 (5) AktG, to which reference is made.

Further Targets for the Composition of the Supervisory Board

Age Limit

At the time of their appointment by the Annual General Meeting, Supervisory Board members should not be more than 70 years of age. The Supervisory Board may, however, decide to make an exception in specific cases.

Duration of Appointment

The uninterrupted length of the term of office of a Supervisory Board member shall generally not exceed 12 years. However, the Supervisory Board may resolve an exception to this rule in certain cases.

Independence

The Supervisory Board of MorphoSys AG considers a number of at least four independent members to be an appropriate number of independent members, taking into account the shareholder structure. According to the Code, a Supervisory Board member is considered to be independent of MorphoSys AG, its Management Board, and any controlling shareholder if he or she has no personal or business relationship with the Company, the Management Board, or a controlling shareholder. The Supervisory Board's assessment of the independence of Supervisory Board members is, among other things, based on the recommendations of the Code. Consequently, a Supervisory

Board member is generally not considered independent if that member, or a close member of his or her family:

- was a member of the Management Board of MorphoSys AG in the two years preceding his or her appointment to the Supervisory Board of MorphoSys AG.
- maintains or has maintained a material business relationship (directly or indirectly) with MorphoSys AG or a Group company of MorphoSys AG in the year preceding his or her appointment.
- is a close family member of a Management Board member.
- or has been a member of the Supervisory Board for more than 12 years.

Significant and lasting conflicts of interest should be avoided, particularly those resulting from functions carried out for major competitors. It must be taken into account, however, that certain conflicts of interest cannot generally be excluded. Possible conflicts of interest must be disclosed to the Chair of the Supervisory Board and will be resolved by appropriate measures. This could lead to the termination of the Supervisory Board mandate of the member concerned if the conflict of interest is not merely temporary.

Availability

All members of the Supervisory Board must ensure that they have sufficient time available to properly perform their Supervisory Board duties at MorphoSys AG. Therefore, as a rule, it is required that:

- the Supervisory Board member is able to attend at least four ordinary Supervisory Board meetings per year, for which a reasonable amount of preparation time is required in each case.
- the Supervisory Board member is able to attend extraordinary meetings of the Supervisory Board, if necessary, to deal with specific topics.
- the Supervisory Board member is able to attend the Annual General Meeting.
- the Supervisory Board member has sufficient time to review the annual and consolidated financial statements.

- and the Supervisory Board member allocates additional time to prepare for and attend Committee meetings, in accordance with his or her membership in one or more of the Supervisory Board's current three permanent Committees.

Current Composition of the Supervisory Board and Qualification Matrix

The Supervisory Board of MorphoSys AG is composed in accordance with the above objectives. It is composed of an appropriate number of independent members with an international background. As the Supervisory Board as a whole currently has six members, of which two are women, an appropriate proportion of women has been achieved.

Based on its competence profile and composition objectives, the Supervisory Board has prepared the following overview of its qualifications ("Qualification Matrix").

Table

16 Qualification Matrix

		Marc Cluzel, M.D., Ph.D.	George Golumbeski, Ph.D.	Krisja Vermeyleen	Michael Brosnan	Sharon Curran	Andrew Cheng, M.D., Ph.D.
Period of office	Member since	2012	2018	2017	2018	2019	2022
Personal suitability	Independence	x	x	x	x	x	x
	No overboarding within the meaning of the GCGC	x		x	x	x	x
Diversity	Gender	Male	Male	Female	Male	Female	Male
	Year of birth	1955	1957	1962	1955	1968	1967
	Nationality	France	USA	Belgium	USA	Ireland	USA
	International experience/ international background	x	x	x	x	x	x
	Education/professional background	Medicine	Biology	Pharmacy	Business administration	Biotechnology	Molecular biology, medicine
Competences	Knowledge of the industry	x	x	x	x	x	x
	Drug development	x	x	x			x
	Commercialization	x	x	x		x	x
	Personal matters relating to the Management Board	x		x	x	x	x
	Expert pursuant to Section 100 (5) AktG	x					
	• Accounting expert				x		
	• Audit expert			x	x	x	
	Sustainability	x		x	x	x	

Target Values for the Proportion of Women

In the Supervisory Board

The Supervisory Board of MorphoSys AG has set the target value for the proportion of women on the Supervisory Board at 33.33%, i.e., at least two out of six members shall be women. This target value shall apply until June 30, 2025. In the financial year 2023, the target value for the proportion of women was met.

In the Management Board

In July 2020, the Supervisory Board of MorphoSys AG set the target value for the proportion of women on the Company's Management Board at 0% and updated and confirmed this resolution again in November 2022. This target value was originally intended to apply until June 30, 2025. The reasoning behind this decision was based on the following:

The number of members on the Company's Management Board had just been reduced from three to two members at that time. The appointments of Jean-Paul Kress, M.D., and Sung Lee originally ran until August 2025 and January 2024, respectively, each with the possibility of reappointment. At this point in time, there were no plans to change the composition of the Management Board and/or to increase the number of Management Board members again. In addition, all significant decisions that are not exclusively to be adopted by the Management Board were and are made jointly with the Executive Committee, which at that time consisted of two men and four women (excluding the members of the Management Board). Consequently, it was ensured that all material decisions involved a sufficient number of women representing the Company's various business areas.

The member of the Management Board Sung Lee has resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. Instead, Charlotte Lohmann has been appointed as member of the Management Board with effect as of March 1, 2023 until the end of August 31, 2023. Against this background, the Supervisory Board has updated the proportion of women on the Management Board and set it at 50%. This target value

shall apply until June 30, 2025. With effect as of August 8, 2023 Lucinda Crabtree, Ph.D., has further been appointed as member of the Management Board. The defined target value for the proportion of women on the Management Board is therefore met.

In the First and Second Management Level below the Management Board

1. Target value for the first management level below the Management Board

In 2020, the Management Board confirmed its resolution from July 2017 regarding a target value of 30% women in the first management level below the Management Board and intends to maintain a minimum proportion of 30% women in the first management level below the Management Board until June 30, 2025. MorphoSys AG continued to comply with this requirement in the reporting year.

2. Target value for the second management level below the Management Board

In 2020, the Management Board confirmed its resolution from July 2017 regarding a target value of 30% women in the second management level below the Management Board as of July 2017 and intends to maintain a minimum proportion of 30% women in the second management level below the Management Board until June 30, 2025. MorphoSys AG continued to comply with this requirement in the reporting year.

Diversity Concept for the Management Board of MorphoSys AG

Pursuant to Section 289f (2) no. 6 of the German Commercial Code, the Supervisory Board has determined the following diversity concept for the composition of the Management Board of MorphoSys AG:

The aim of the diversity concept for the Management Board is to consciously use diversity for the further success of the Company. The Supervisory Board believes that diversity in terms of different perspectives, competencies, and

backgrounds of experience is an important prerequisite for competitiveness and sustainable corporate success.

Together with the Management Board, the Supervisory Board ensures long-term succession planning for the Management Board. When searching for candidates for the position of a member of the Management Board of MorphoSys AG, the decisive selection criteria include, amongst others, professional qualifications for the position to be taken over, leadership qualities, previous performance, and acquired skills and knowledge of the business of MorphoSys AG.

In the composition of the Management Board, the Supervisory Board also particularly takes the following aspects into account:

- the members of the Management Board shall, in their entirety, have the necessary knowledge, skills, and professional experience required to fulfill their tasks.
- where possible, the members of the Management Board should have different levels of educational and professional experience.
- the members of the Management Board shall, in their entirety, be familiar with the market environment, the individual business fields, and the market segment in which MorphoSys AG operates.
- the members of the Management Board shall, in their entirety, have relevant experience in leading a publicly listed company.
- there should be a sufficient age mix among the members of the Management Board.
- with regard to the proportion of women on the Management Board, the Supervisory Board has set target values, as well as deadlines for their achievement, in accordance with Section 111 (5) AktG, to which reference is made.

The above criteria were taken into account in the course of the appointment of the Management Board members.

Further Targets for the Composition of the Management Board

Age Limit

At the time of their appointment, Management Board members should not be more than 67 years of age. The Supervisory Board may, however, decide to make an exception in specific cases. The age limit of 67 is currently complied with.

Managers' Transactions

The members of the Management Board and the Supervisory Board of MorphoSys AG, as well as persons closely associated with them, are required to disclose trading in MorphoSys shares in accordance with the requirements set forth in the relevant legal provisions (Article 19 (1a) of the Market Abuse Regulation (MAR)).

During the reporting year, MorphoSys received notifications pursuant to Article 19 (1a) MAR, which are shown in the table below.

Table

17 Managers' Transactions in 2023

Party Subject to the Notification Requirement	Function	Date of Transaction	Type of Transaction	Aggregated Share Price	Aggregated Volume	Place of Transaction
Charlotte Lohmann	Member of the Management Board ¹⁾	05/04/2023	Allocation of 157 shares as part of her remuneration as member of the Managing Board (Performance Share Plan 2019) (issuer's own shares)	Not numerable	Not numerable	Outside a trading venue
Marc Cluzel, M.D., Ph.D.	Chair of the Supervisory Board	05/18/2023	Acquisition of shares	€ 22.67	€ 22,670.00	Xetra
Marc Cluzel, M.D., Ph.D.	Chair of the Supervisory Board	06/02/2023	Acquisition of shares	€ 24.28	€ 24,280.00	Xetra
Marc Cluzel, M.D., Ph.D.	Chair of the Supervisory Board	06/06/2023	Acquisition of shares	€ 26.40	€ 52,800.00	Xetra
Marc Cluzel, M.D., Ph.D.	Chair of the Supervisory Board	09/18/2023	Acquisition of shares	€ 31.01	€ 775.25	Xetra
Krisja Vermeylen	Member of the Supervisory Board	10/06/2023	Acquisition of shares	€ 23.53	€ 23,530.00	Morgan Stanley Europe S.E. – systematic internaliser

¹⁾With effect as of March 1, 2023, Charlotte Lohmann has been appointed as Chief Legal officer and member of the Management Board until the end of August 31, 2023.

Avoiding Conflicts of Interest

The members of the Management Board and the Supervisory Board are obligated to refrain from actions that could lead to conflicts of interest with their responsibilities at MorphoSys AG. Such transactions or sideline activities of the Management Board must be disclosed to the Supervisory Board without undue delay and require the Supervisory Board's approval. The Supervisory Board, in turn, must inform the General Meeting of any conflicts of interest that arise and disclose how they were dealt with. No conflict of interest arose in the Supervisory Board in the 2023 financial year.

Share Repurchases

The Management Board is currently not authorized to purchase treasury shares.

Information Technology

A special focus was placed on the further digitalization and automation of business processes. With the electronic signatures system using DocuSign™, we were able to continue to accelerate signature circulation and automate processes. The global learning management system forms the basis for the digital education strategy, which relies on e-learning and remote training.

MorphoSys is advancing its innovation using artificial intelligence through tools such as Aily™, which will make it possible to foresee ways to optimize recruitment for clinical trials. The Company is also investing in the expansion of the Veeva™ system landscape for unified management of quality and regulatory information, which is crucial for rapidly launching products (e.g., pelabresib) and maintaining their marketing approval.

In the area of IT security, MorphoSys continued to optimize its cyberdefense measures. A penetration test was conducted with a focus on advanced threat scenarios by a third-party company to test MorphoSys' technical security controls and identify potential vulnerabilities in its core network and corporate access model. MorphoSys continued to raise employee awareness through several measures

regarding their own individual contribution to the Company's IT security.

MorphoSys' Computer Emergency Response Team (CERT) did not detect any serious security incidents during the reporting year.

Accounting and External Audit

We prepare our annual financial statements in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG).

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and in compliance with the recommendations of the International Financial Reporting Standards Interpretations Committee (IFRS IC). We have applied all standards and interpretations that were in force on December 31, 2023, and have been adopted by the EU into European law. As of December 31, 2023, there were no standards or interpretations with an impact on our consolidated financial statements as of December 31, 2023, and 2022, that had entered into force but had not yet been adopted into European law. Therefore, our consolidated financial statements comply with both the IFRS published by the International Accounting Standards Board (IASB) and the IFRS adopted by the EU. In addition, our consolidated financial statements take into account the supplementary provisions of German commercial law that are to be applied in accordance with Section 315e (1) HGB.

For the election of our auditor, the Supervisory Board's Audit Committee submits a nomination proposal to the Supervisory Board. At the 2023 Annual General Meeting, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft was appointed as auditor for the 2023 financial year. As proof of its independence, the auditor submitted an Independence Declaration to the Supervisory Board. The responsible German public auditor of these consolidated financial statements was Sebastian Stroner, who has audited the consolidated financial statements since 2022.

PricewaterhouseCoopers GmbH has been our auditor since the 2011 financial year. Information on audit-related fees and all other fees provided by PricewaterhouseCoopers GmbH to us during the 2023 financial year can be found in Note 4.14.

Compliance Management Program

The separate non-financial group report sets out the basic mechanisms of our compliance management program (CMP). The report is available on our website at <https://reports.morphosys.com/2023#csr>.

All MorphoSys companies have the same compliance standards. The Global Compliance Committee and the Head of Global Compliance oversee the Compliance Management Program (CMP) for MorphoSys AG, MorphoSys US Inc. and Constellation Pharmaceuticals.

MorphoSys' CMP complies with industry standards and includes all necessary elements as set out in the guidance documents of the various authorities. In particular, MorphoSys follows the "Seven Elements of a Compliance Management Program" as communicated by the Office of Inspector General (OIG), the updated 2020 guidance from the U.S. Department of Justice, and applicable EU directives and regulations. In addition, there are controls at company level under the Sarbanes-Oxley Act (SOX) that regularly address key compliance elements. These indicators are constantly monitored and improved.

MorphoSys' maxim "Integrity in all we do" sets the direction for all our business activities. The CMP serves to protect patients, investors, other stakeholders and the reputation of MorphoSys, thereby supporting business continuity and sustainable growth.

The CMP is aligned with the needs of the various functions within the company, including Clinical Development, Sales, Medical Affairs and others. All elements of the MorphoSys CMP are included in the Compliance Management Manual 2023.

The identification and assessment of compliance risks are important components of the CMP and feed into the overall strategic development of the CMP. MorphoSys regularly conducts a compliance risk assessment to identify risks and opportunities for improvement. In addition, a comprehensive monitoring program is carried out in all MorphoSys companies.

MorphoSys has set up a whistleblower system (Integrity Line), which is available to internal employees and external stakeholders. The address of the hotline is included in the MorphoSys Code of Conduct, which is available on the MorphoSys website. Reports of (potential) violations can be reported via an external website or toll-free telephone numbers, also anonymously. All reported cases will be dealt with promptly. MorphoSys prohibits retaliation against anyone who reports in good faith instances of non-compliance. The Audit Committee of the Supervisory Board and the MorphoSys Global Compliance Committee are regularly informed of all cases of potential violations. In 2023, there were no cases related to bribery and corruption.

MorphoSys is committed to fostering a culture of integrity and compliance and to preventing compliance violations as

far as possible through continuous risk assessment, monitoring of our activities and training of all employees.

In 2023, the main focus was on maintaining high compliance standards across all MorphoSys entities, supporting commercial efforts related to Monjuvi® (tafasitamab-cxix) and building pre-launch capacity for the launch of pelabresib. The compliance risk assessment conducted at the end of 2022 contributed to the compliance strategy for 2023. It did not identify any high-risk areas and the results were in line with general industry practice. MorphoSys has continued to address risks and mitigate actions, including those related to interactions with peers, use of social media, clinical research, interactions with congresses and meetings, and third party due diligence.

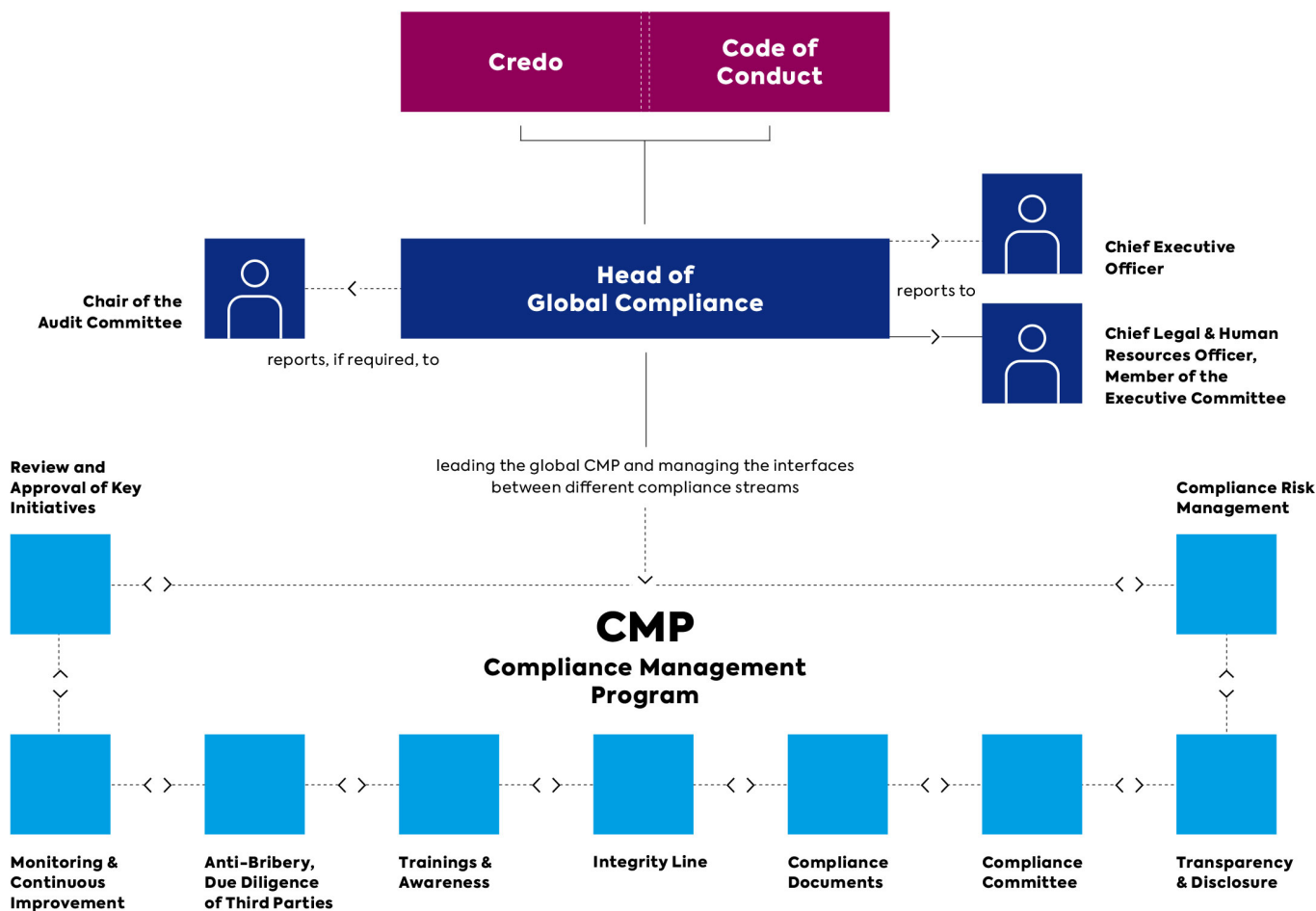
At the beginning of the year, the Global Compliance department conducted an assessment of the MorphoSys CMP, taking into account all current legislative developments and best practices. In addition, some policies related to our interactions with healthcare professionals were revised and all compliance policies in the U.S. were updated.

Training also remains an important focus of the MorphoSys CMP. The Company is committed to ensuring that employees receive relevant compliance training that is consistent with MorphoSys values, corporate culture and ethical standards. Examples of compliance training in 2023 include the Code of Conduct and anti-bribery, appropriate use of social media, compliance with transparency regulations, healthcare compliance refresher and congressional activities. The U.S. organization also conducted numerous training sessions and activities to engage employees in U.S.-specific laws and related compliance policies.

In conjunction with the EU General Data Protection Regulation (Regulation [EU] 2016/679 – “GDPR”), which entered into force on May 25, 2018, we have implemented various procedures since 2018 to ensure compliance with the GDPR. More details can be found in the separate non-financial group report*.

* This information is not part of the management report that is subject to audit.

Figure 10 Compliance Management Program (CMP)



Internal Audit Department

Our Internal Audit department is an essential element of the corporate governance structure. The department assists us in accomplishing our objectives by prescribing a systematic approach to evaluating and improving the effectiveness of our risk management, internal control, and other corporate governance processes. The activities of the Internal Audit department are supported by co-sourcing partner Protiviti, an independent consulting firm with experience and expertise in internal audits, risk, and compliance.

The Internal Audit department executes a risk-based audit plan that includes the requirements and recommendations of the Management Board, as well as those of the Supervisory Board's Audit Committee. The Internal Audit department is also responsible for performing management testing in accordance with the requirements of Section 404 of the U.S. Sarbanes-Oxley Act (SOX). This procedure involves independently testing the appropriateness and effectiveness of internal controls in the business processes relevant to financial reporting.

The outcome of each internal audit is communicated to the CEO and the relevant members of the Executive Committee. In addition, the Head of Internal Audit reports to the Audit Committee of the Supervisory Board on the results of the internal audits and SOX management testing twice a year or immediately if necessary.

Three audits were carried out in 2023. Some areas for action were identified, resulting in the adoption of corresponding corrective plans of action. The internal audit plan for 2024 envisages four audits, which will cover the activities of all entities of the MorphoSys Group.

Overall Statement on the Adequacy of the Internal Control and Risk Management System

As described in the “Risk and Opportunity Report” and in the “Statement on Corporate Governance,” MorphoSys has implemented a comprehensive system to identify and manage risks. In addition to our internal control over financial accounting and reporting, internal controls are implemented in key business areas such as pharmaceutical drug development, manufacturing, production, and distribution based on industry-specific regulations. A Group-wide compliance management program has also been installed as part of an integrated governance approach. Sustainability-related goals along with the respective systems and processes are an integral part of our corporate governance based on the general criteria of materiality.

The Management Board is not aware of any circumstances arising from its involvement with the internal control and risk management system or from the reporting from the central functions Global Compliance and Corporate Internal Audit that would contradict the appropriateness and effectiveness of these systems.

Disclosures pursuant to Section 289a (1), Section 315a (1) HGB and Explanatory Report of the Management Board pursuant to Section 176 (1) Sentence 1 AktG

Composition of Share Capital

On December 31, 2023, the Company’s share capital amounted to € 37,655,137, divided into 37,655,137 no-par value bearer shares. With the exception of the 53,685 treasury shares held by the Company, these bearer shares possess voting rights, with each share granting one vote at the General Meeting.

Restrictions Affecting Voting Rights and the Transfer of Shares

The Management Board is not aware of any restrictions that may affect voting rights or the transfer of shares, or any restrictions that may emerge from agreements between shareholders.

Voting rights restrictions may also arise from the provisions of the German Stock Corporation Act (AktG), such as those pursuant to Section 136 AktG or the provisions for treasury shares pursuant to Section 71b AktG.

Interests in Share Capital Exceeding 10% of Voting Rights

We have not been made aware or notified of any direct or indirect interests in the Company’s share capital that exceed 10% of the voting rights.

Shares with Special Rights Conferring Powers of Control

Shares with special rights conferring powers of control do not exist.

Control over Voting Rights with regard to Employee Ownership of Capital

Employees who hold shares in the Company exercise their voting rights directly in accordance with the statutory provisions and the Articles of Association, as do other shareholders.

Appointment and Dismissal of Management Board Members and Amendments to the Articles of Association

In accordance with Article 6 of the Articles of Association and Section 84 of the German Stock Corporation Act (AktG), the Supervisory Board determines the number of members on the Management Board, appoints and revokes members, and nominates the Chair. In the financial year 2023, the Management Board of MorphoSys AG consisted of the Chair and one respectively two further members: Effective as of the end of March 17, 2023, the member of the Management Board Sung Lee resigned from his position as

member of the Management Board and Chief Financial Officer of the Company. With effect as of March 1, 2023, Charlotte Lohmann has been appointed as Chief Legal officer and member of the Management Board until the end of August 31, 2023. In addition, Lucinda Crabtree, Ph.D., has been appointed as member of the Management Board and Chief Financial Officer with effect as of August 8, 2023. The Management Board therefore currently consists of a Chair and one further member. Members of the Management Board can be appointed for a maximum term of five years. Reappointments and extensions of the term of office are allowed for a maximum term of five years in each case. The Supervisory Board may revoke the appointment of a Management Board member or Chair of the Management Board for good cause as defined by Section 84 (4) AktG. When the Management Board lacks a required member, the court will appoint a Management Board member in urgent cases, pursuant to Section 85 AktG.

As a rule, the Articles of Association can only be amended by a resolution of the General Meeting in accordance with Section 179 (1) sentence 1 AktG. Pursuant to Section 179 (2) sentence 2 AktG in conjunction with Section 20 of the Articles of Association, our General Meeting resolves on amendments to the Articles of Association generally with a simple majority of the votes cast and a simple majority of the share capital represented. If the law stipulates a higher mandatory majority of votes or capital, this shall apply. Amendments to the Articles of Association that only affect their wording can be resolved by the Supervisory Board in accordance with Section 179 (1) sentence 2 AktG in conjunction with Section 12 (3) of the Articles of Association.

Authorizations of the Management Board to Issue Shares

The authorization of the Management Board to issue shares is granted under Article 5 (5) through (6j) of the Company’s Articles of Association and the statutory provisions. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the scope of the capital increase from conditional or authorized capital.

1. Authorized Capital

In the case of an authorized capital increase, the Management Board is authorized with the consent of the Supervisory Board to determine the further details of the capital increase and its implementation.

- a) Pursuant to Article 5 (5) of the Articles of Association, the Management Board is authorized with the consent of the Supervisory Board to increase the Company's share capital against contribution in cash and/or contribution in kind on one or several occasions by a total of up to € 6,846,388 by issuing up to 6,846,388 new, no-par value bearer shares until and including May 16, 2028 (Authorized Capital 2023-I).

The shareholders are principally entitled to subscription rights. The shares may also be subscribed to by one or several credit institutions with the obligation to offer the shares to shareholders for subscription. The Management Board, with the Supervisory Board's consent, is, however, authorized to exclude shareholders' subscription rights in the following cases:

- aa) in the case of a capital increase against contribution in cash, to the extent necessary to avoid fractional amounts; or
- bb) in the case of a capital increase against contribution in kind; or
- cc) in the case of a capital increase against contribution in cash to the extent the new shares shall be placed on a foreign stock exchange in the context of an IPO.

The total number of shares to be issued by way of a capital increase against contribution in cash and/or in kind, excluding subscription rights and based on the above authorizations, shall not exceed 10% of the share capital, calculated either based on the date the authorizations become effective or the time they are exercised, whichever amount is lower. The 10% limit mentioned above shall take into account (i) treasury shares sold with the exclusion of subscription rights

after these authorizations become effective, (ii) shares issued on the basis of other authorized capital under the exclusion of subscription rights during the period in which these authorizations are in effect, and (iii) shares to be issued to service convertible bonds and/or bonds with warrants, insofar as the convertible bonds and/or bonds with warrants have been issued under the exclusion of shareholders' subscription rights while these authorizations are in effect, but in respect of items (i), (ii), and/or (iii) in each case only insofar as the shares are not used to service claims by members of governing bodies and/or employees of the Company and/or its affiliated companies under employee participation programs. The maximum limit reduced in accordance with the above sentences of this paragraph shall be increased again when a new authorization to exclude subscription rights resolved by the General Meeting after the reduction takes effect, to the extent of the new authorization, but up to a maximum of 10% of the share capital in accordance with the requirements of sentence 1 of this paragraph.

- b) Pursuant to Article 5 (6a) of the Articles of Association, the Management Board is authorized with the consent of the Supervisory Board to increase the Company's share capital against contribution in cash and/or contribution in kind on one or several occasions up to and including May 18, 2026, by up to a total of € 41,552 by issuing up to 41,552 new no-par value bearer shares (Authorized Capital 2021-III). The subscription rights of shareholders are excluded. The Authorized Capital 2021-III serves the purpose of delivering shares of the Company against the contribution of payment claims resulting from Restricted Stock Units (RSUs) in order to fulfill RSUs that were granted in accordance with the terms and conditions of the Restricted Stock Unit Program 2021 of the Company (RSUP 2021) exclusively to senior managers and employees (including directors and officers) of MorphoSys US

Inc. The issue price of the new shares must amount to at least € 1.00 and can be paid either by way of a cash contribution and/or contribution in kind, including in particular the contribution of claims against the Company under the RSUP 2021. The Management Board is authorized to determine the further details of the capital increase and its implementation with the consent of the Supervisory Board; this also includes the determination of the profit participation of the new shares, which may, in deviation from Section 60 (2) AktG, also participate in the profit of an already-completed financial year, provided that no resolution on the appropriation of profits has yet been adopted for the respective financial year.

- c) Pursuant to Article 5 (6h) of the Articles of Association, the Management Board is authorized with the consent of the Supervisory Board to increase the Company's share capital on one or several occasions by a total of up to € 42,715 by issuing up to 42,715 new no-par value bearer shares against cash contribution and/or contribution in kind until and including April 30, 2024 (Authorized Capital 2019-I).

The subscription rights of shareholders are excluded. The Authorized Capital 2019-I serves the purpose of delivering shares of the Company against the contribution of payment claims resulting from Restricted Stock Units (RSUs) in order to fulfill RSUs that were granted in accordance with the terms and conditions of the Company's Restricted Stock Unit Program (RSUP) exclusively to senior managers and employees (including directors and officers) of MorphoSys US Inc.

The issue price of the new shares must amount to at least € 1.00 and may be paid either by way of a cash contribution and/or contribution in kind, including in particular the contribution of claims against the

Company under the RSUP. The Management Board is authorized with the consent of the Supervisory Board to determine the further details of the capital increase and its implementation; this also includes the determination of the profit participation of the new shares, which may, in deviation from Section 60 (2) AktG, also participate in the profit of an already-completed financial year, provided that no resolution on the appropriation of profits has yet been adopted for the respective financial year.

- d) Pursuant to Article 5 (6j) of the Articles of Association, the Management Board is authorized with the consent of the Supervisory Board to increase the Company's share capital on one or several occasions by up to a total of € 1,978,907 by issuing up to 1,978,907 new no-par value bearer shares against cash contribution and/or contribution in kind until and including May 17, 2027 (Authorized Capital 2022-I). The subscription rights of shareholders are excluded. The Authorized Capital 2022-I serves the purpose of delivering shares of the Company against the contribution of payment claims resulting from Restricted Stock Units (RSUs) in order to fulfill RSUs that were granted in accordance with the terms and conditions of the Company's Restricted Stock Unit Program (RSUP) exclusively to senior managers and employees (including directors and officers) of MorphoSys US Inc.

The issue price of the new shares must amount to at least € 1.00 and may be paid either by way of a cash contribution and/or contribution in kind, including in particular the contribution of claims against the Company under the RSUP. The Management Board is authorized with the consent of the Supervisory Board to determine the further details of the capital increase and its implementation; this also includes the determination of the profit participation of the new shares, which may, in deviation from Section 60 (2) AktG, also participate in the profit of an already completed financial year, provided that no resolution on the appropriation of profits has yet been adopted for the financial year in question.

2. Conditional Capital

- a) Pursuant to Article 5 (6b) of the Articles of Association, the Company's share capital is conditionally increased by up to € 2,475,437 through the issuance of up to 2,475,437 no-par value bearer shares (Conditional Capital 2016-I). The conditional capital increase exclusively serves to grant new shares to the holders of conversion or warrant rights, which will be issued by the company or companies in which the Company has a direct or indirect majority interest according to the authorizing resolution of the Annual General Meeting on June 2, 2016, under Agenda Item 7 letter a). The shares will be issued at the respective conversion or exercise price to be determined in accordance with the resolution above. The conditional capital increase will only be carried out to the extent that the holders of conversion or warrant rights exercise these rights or fulfill conversion obligations under such bonds. The shares will be entitled to dividends as of the beginning of the previous financial year, provided they were issued before the beginning of the Company's Annual General Meeting, or as of the beginning of the financial year in which they were issued.
- b) Pursuant to Article 5 (6c) of the Articles of Association, the Company's share capital is conditionally increased by up to € 3,289,004 through the issuance of up to 3,289,004 new no-par value bearer shares (Conditional Capital 2021-I). The conditional capital increase exclusively serves to grant new shares to the holders of conversion or warrant rights issued by the Company or by companies in which the Company directly or indirectly holds a majority interest in accordance with the authorization resolution of the Annual General Meeting of May 19, 2021, under Agenda Item 10 letter a). The shares shall be issued at the conversion or warrant price to be determined in each case in accordance with the aforementioned resolution. The conditional capital increase shall only be carried out to the extent that the holders of conversion or warrant rights exercise their conversion or warrant rights or fulfill conversion obligations under such bonds. The

shares shall participate in profits – to the extent they come into existence by the beginning of the Annual General Meeting of the Company – from the beginning of the preceding financial year, otherwise from the beginning of the financial year in which they come into existence.

- c) Pursuant to Article 5 (6g) of the Articles of Association, the share capital is conditionally increased by up to € 416,297 through the issuance of up to 416,297 new no-par value bearer shares of the Company (Conditional Capital 2016-III). The conditional capital increase exclusively serves to fulfill subscription rights that have been issued and exercised based on the authorization resolved by the Annual General Meeting of June 2, 2016, under Agenda Item 9 letter a). The conditional capital increase will only be implemented to the extent that holders of subscription rights exercise their right to subscribe to shares of the Company. The shares will be issued at the exercise price set in each case as the issue price in accordance with Agenda Item 9 letter a) subparagraph (8) of the Annual General Meeting's resolution dated June 2, 2016; Section 9 (1) AktG remains unaffected. The new shares are entitled to dividends for the first time for the financial year for which there has been no resolution by the Annual General Meeting on the appropriation of profits at the time of the shares' issue. The Management Board, and the Supervisory Board insofar as members of the Management Board are affected, is authorized to determine the details of the conditional capital increase and its execution.
- d) Pursuant to Article 5 (6i) of the Articles of Association, the Company's share capital is conditionally increased by up to € 507,668 through the issuance of up to 507,668 new no-par value bearer shares (Conditional Capital 2020-I). The conditional capital serves to fulfill subscription rights that were issued and exercised on the basis of the authorization resolved by the Annual General Meeting on May 27, 2020, under Agenda Item 11 letter a). The conditional capital increase will only be

implemented to the extent that holders of subscription rights exercise their subscription rights to subscribe to shares of the Company. The shares will be issued at the exercise price determined in accordance with the resolution of the Annual General Meeting of May 27, 2020, under Agenda Item 11 letter a) subparagraph (8) as the issue price; Section 9 (1) AktG remains unaffected. The new shares are entitled to dividends for the first time for the financial year for which, at the time of their issue, no resolution by the Annual General Meeting on the appropriation of profits has yet been passed. The Management Board, and the Supervisory Board insofar as members of the Management Board are affected, is authorized to determine the details of the conditional capital increase and its execution.

Authorizations of Management Board to Repurchase Shares

The Management Board is currently not authorized to repurchase treasury shares.

Material Agreements Concluded by the Company that fall under the Condition of a Change of Control after a Takeover Offer

A change of control as a result of a takeover offer could have an impact on our convertible bond issued in October 2020, the underlying contract of which contains customary change-of-control clauses. According to these clauses, bondholders can demand early repayment of the outstanding amounts in the event of a change of control.

The Company has not entered into any further material agreements that are subject to a change of control following a takeover offer.

Compensation Agreements Concluded by the Company with Management Board Members and Employees in the Event of a Takeover Offer

The service agreements of the Management Board members include the following provisions for the event of a change of control:

The service agreements of the members of the Management Board Jean-Paul Kress, M.D., and Lucinda Crabtree, Ph.D., each provide for the right to terminate the service agreement and to demand the remuneration still outstanding until the scheduled end of his service agreement as a severance payment in the event that (i) a change of control occurs and (ii) the areas of responsibility of the member of the Management Board are significantly reduced within one year following the change of control, whereby the severance payment is limited to the value of two years' remuneration, compensating no more than the remaining term of the service agreement.

The terms and conditions of the Performance Share Unit Programs and the Restricted Stock Unit Programs partly also provide for the right of the respective beneficiary and/or the Company to cancel all unexercised performance share units or restricted stock units in return for a compensation payment equal to the respective offer price in the event of a takeover bid or a mandatory offer.

In addition, the terms and conditions of the other long-term variable compensation programs provide that, in the event of a change of control, all granted stock options, restricted stock units and performance share units vest with immediate effect and can be exercised after the statutory waiting periods.

Following a change of control, some executives may also terminate their service contracts and claim a severance payment equivalent to one annual gross fixed salary and the full contractual bonus for the calendar year in which the termination is effected. A target achievement rate of 100% is applied. In such a case, all stock options, restricted stock units and performance share units granted will vest immediately and may be exercised after the statutory vesting periods have expired.

In particular, the following cases are also considered to be a change of control: (i) MorphoSys transfers all or substantially all of its corporate assets to a non-affiliated company, (ii) MorphoSys merges with a non-affiliated

company, (iii) MorphoSys AG, as a controlled company, becomes a party to an agreement pursuant to Section 291 of the German Stock Corporation Act (AktG), or MorphoSys is integrated in accordance with Section 319 of the German Stock Corporation Act (AktG), or (iv) a shareholder or third party directly or indirectly holds 30% or more of the voting rights of MorphoSys, or at least 30% of the voting rights are attributed to the shareholder or third party.