

**Additional explanations of the rights of shareholders  
under sections 122 (2), 126 (1), 127, 137 and 131 (1) AktG and other rights in connection with the virtual Annual  
General Meeting**

**1. Virtual Annual General Meeting pursuant to Section 118a AktG**

The Management Board has resolved that the Annual General Meeting pursuant to section 18 (6) of the Company's Articles of Association in conjunction with section 118a of the German Stock Corporation (*Aktiengesetz* – "AktG") will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting, with the exception of the proxies appointed by the Company. Shareholders or their proxies (with the exception of the proxies appointed by the Company) have no right or opportunity to be physically present at the location of the Annual General Meeting. The entire Annual General Meeting will be broadcast live for duly registered shareholders or their proxies via video and audio transmission at MorphoSys AG's website under [www.morphosys.com/agm](http://www.morphosys.com/agm) in the password-protected internet service.

Following the Annual General Meeting via the password-protected internet service does not enable participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of section 118a (1) sentence 2 no. 2 AktG.

Duly registered shareholders or their proxies will, however, be able to electronically connect to the Annual General Meeting by means of electronic communication via the Company's website at [www.morphosys.com/agm](http://www.morphosys.com/agm) in the password-protected internet service and thereby participate in the Annual General Meeting and exercise their respective shareholders' rights, in particular the right to information and the right to speak.

It is not possible to submit questions in advance of the Annual General Meeting.

Shareholders' voting rights will be exercised – including by authorization 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 appointed by the Company.

The underlying provisions of the AktG for a virtual Annual General Meeting are as follows:

*Section 118a AktG Virtual general meeting (excerpt)*

- (1) *The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the shareholders or their authorised representatives being physically present at the place at which it is being held (virtual general meeting). Where a virtual general meeting is held, the following pre-requisites are to be met:*
- 1. the entire meeting is transmitted in video and audio form,*
  - 2. it is possible for shareholders to exercise their voting right by way of electronic communication, namely by their participating by electronic means or by casting an absentee ballot by electronic means, as well as by way of granting a power of attorney,*
  - 3. the shareholders participating in the meeting by electronic means are granted the right to propose motions and to make nominations by way of video communication technology at the meeting,*
  - 4. the shareholders are granted a right to seek information in accordance with section 131 by way of electronic communication,*

5. *if the management board avails itself of the option provided for under section 131 (1a) sentence 1, then the report by the management board or its substantial content will be made accessible to the shareholders by no later than seven days prior to the general meeting,*
6. *the shareholders are granted the right to submit statements in accordance with section 130a (1) to (4) by way of electronic communication,*
7. *the shareholders participating in the meeting by electronic means are granted a right to speak at the general meeting by means of video communication technology in accordance with section 130a (5) and (6),*
8. *the shareholders participating in the meeting by electronic means are granted a right to lodge an objection against a resolution adopted by the general meeting by way of electronic communication.*

*Section 121 (7) applies to the calculation of the time limit defined in sentence 2 no. 5; in the case of listed companies, the report is to be made accessible via the company's website. Section 118 (1) sentence 3 and 4 as well as section 67a (2) sentence 1 and (3) apply accordingly.*

(...)

## **2. 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 (*i.e.*, 5 %) of the capital stock or the proportionate amount of EUR 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 Annual General Meeting – not including the day of receipt and the day of the Annual General Meeting –, *i.e.*, at the latest by the end of the:

**27 July 2024**  
(24:00 CEST) (time of entry)

Such requests must be made in writing to:

MorphoSys AG  
The Board  
Sommelweisstraße 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 with respect to the minimum shareholding and that they will hold the shares until the Management Board's decision on the request, with section 70 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 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](http://www.morphosys.com/agm) and communicated to the shareholders.

The provisions of the AktG on which these shareholder rights are based are as follows:

*Section 122 AktG Convening the general meeting upon a corresponding demand being made by a minority*

- (1) *The general meeting is to be convened wherever shareholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since a minimum of 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) applies accordingly.*
- (2) *In like manner, shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.*
- (3) *Where the demand is not complied with, the court may grant authority to the shareholders who have made the demand to convene the general meeting or to give notice by publication of the item of business. Concurrently, the court may determine the chairperson of the general meeting. The invitation convening the general meeting or the notice must indicate the authorization by the court. A complaint may be lodged against the decision taken. The petitioners are to submit proof that they will continue to hold the shares of stock until the court hands down its decision.*
- (4) *The company bears the costs of the general meeting and, in the case governed by subsection (3), also the court costs if the court has complied with the petition.*

*Section 124 AktG Notice by publication of demands for supplementation; guidance regarding resolutions (excerpt)*

- (1) *Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, notice of said items of business is to be given by publication either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. Section 121 (4) applies accordingly; moreover, in the case of listed companies, section 121 (4a) applies accordingly. The notice is to be published and forwarded in the same way as the invitation convening the general meeting.*

(...)

*Section 121 AktG General provisions (excerpt)*

(...)

- (4) *Notice of the invitation convening the general meeting is to be given in the company's publications of record. Where the shareholders of the company are known by name, the general meeting may be convened by registered letter unless stipulated otherwise in the by-laws; the date on which the invitation is posted is considered the date of the notice. The notification of the parties entered in the share register is sufficient.*
- (4a) *In the case of listed companies that have not issued exclusively registered shares of stock or that do not directly send the invitation convening the general meeting to the shareholders pursuant to subsection (4) sentence 2, the invitation convening the general meeting is to be forwarded, at the latest as per the time*

of the notice, to such media for publication regarding which it can be assumed that they will disseminate the information in the entire European Union.

(...)

- (7) *In the case of time limits and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 BGB do not apply accordingly. In the case of unlisted companies, the by-laws may provide for a different calculation of the time limit.*

#### *Section 70 AktG Calculation of the period of possession of the share of stock*

*If the exercise of rights attaching to the share of stock is contingent upon the shareholder having been holder of the share of stock for a specified period of time, then a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz – KWG) is equivalent to ownership of the share of stock. The period of ownership of a predecessor in title is attributed to the shareholder if they have purchased the share of stock in any of the following manners: without monetary consideration, from their trustee, as a universal successor, in the course of a distribution of assets among a community or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (Versicherungsaufsichtsgesetz – VAG) or section 14 of the Act on Savings and Loan Associations (Gesetz über Bausparkassen – BauSparkG).*

### **3. Motions pursuant to section 126 (1) AktG and election proposals pursuant to section 127 AktG**

In addition, pursuant to section 126 (1) and (4) AktG, shareholders may submit to the Company countermotions to proposals by the Management Board and/or Supervisory Board on specific items on the agenda and, pursuant to section 127 sentence 1 AktG, nominations for the election of Supervisory Board members. Counter motions must be accompanied by a statement of reasons; no statement of reasons is required for election proposals. Counter motions and election proposals as well as other requests from shareholders regarding the Annual General Meeting that are to be made available prior to the Annual General Meeting must be sent exclusively to the following address, fax number or e-mail 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@linkmarketservices.eu](mailto:antraege@linkmarketservices.eu)

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 Annual General Meeting, *i.e.*, by no later than the end of

**12 August 2024**  
(24:00 CEST)

counter motions and election proposals received at the above address, fax number or e-mail address with proof of shareholding, including the name of the shareholder as well as – for counterproposal – the reasons to be

made available, will be made available to the other shareholders on the internet at [www.morphosys.com/agm](http://www.morphosys.com/agm) upon receipt, provided that the other requirements for an obligation to publish pursuant to sections 126 and 127 AktG are met. Any comments by the management will also be published at the above internet address.

In accordance with section 126 (2) AktG, a counterproposal and its reasons need not be made accessible (i) to the extent the Management Board would make itself liable to prosecution by making these accessible, (ii) if the counterproposal would result in a resolution of the Annual General Meeting which would be unlawful or infringe the Company's Articles of Association, (iii) if these contain information which in material aspects is evidently false or misleading or if these are libelous, (iv) if a counterproposal made by the shareholder based on the same facts has already been made accessible to a general meeting in accordance with section 125 AktG, (v) if the same counterproposal of the shareholder, based substantially on the same reasons, has been made accessible pursuant to section 125 AktG 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 has voted in favor of such counterproposal, (vi) if the shareholder indicates that it will not attend the Annual General Meeting and will not be duly represented, or (vii) if the shareholder in the last two years at two general meetings has not submitted a countermotion communicated by it or has not had it submitted. Furthermore, the statement of reasons need not be made available if it exceeds a total of 5,000 characters.

In addition to the reasons set out in section 126 (2) AktG – which also apply analogously to election proposals pursuant to section 127 AktG – the Management Board is also not required to make accessible an election proposal for the election of a Supervisory Board Member or the auditor in accordance with section 127 (3) in conjunction with section 124 (3) sentence 4 AktG if 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 rights on these counter motions or election proposals at this time. If, however, the shareholder making the counter motion or submitting the election proposal is not duly legitimized and duly registered for the general meeting, the counter motion or election proposal does not have to be addressed at the general meeting (sections 126 (4), 127 sentence 1 AktG).

Shareholders or their proxies who are electronically connected to the Annual General Meeting also have the right to submit motions and election proposals in the Annual General Meeting by means of video communication within the scope of their right to speak pursuant to section 118a (1) sentence 2 no. 3 (see section III.13 ("Right to speak pursuant to section 130a (5) and (6)")) in the invitation to the Annual General Meeting).

The provisions of the AktG on which these shareholder rights are based, which also determine the conditions under which counter motions and election proposals may be dispensed with, are as follows:

#### *Section 126 AktG Motions by shareholders*

- (1) *Motions by shareholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received is not to be included in calculating the period. In the case of listed companies, the counter-motion is to be made accessible via the company's website. Section 125 (3) applies accordingly.*
- (2) *A counter-motion and the reasons for which it is being made need not be made accessible:*

1. *inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;*
2. *if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;*
3. *if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;*
4. *if a counter-motion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;*
5. *if the same counter-motion of the shareholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;*
6. *if the shareholder indicates that they will not participate in the general meeting and will not have a proxy represent them;*
7. *if, in the past two years at two general meetings, the shareholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company.*

*The reasons need not be made accessible if they amount to more than 5,000 characters in total.*

- (3) *Where several shareholders propose counter-motions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.*
- (4) *In the case of the virtual general meeting, motions that are to be made accessible in accordance with subsections (1) to (3) are considered as having been proposed at the time at which they are made accessible. The company is to enable the voting right to be exercised regarding such motions as soon as the shareholders are able to provide proof that the pre-requisites for exercising the voting right as stipulated by the law or as specified in the by-laws have been met. If the shareholder who has proposed the motion is not properly legitimized and, insofar as registration is required, has not duly registered for the general meeting, the motion need not be addressed at the general meeting.*

#### *Section 127 sentences 1 to 3 AktG Nominations by shareholders*

*Section 126 applies accordingly to nominations by shareholders of candidates for the supervisory board or as statutory auditors. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5.*

#### *Section 124 AktG Notice by publication of demands for supplementation; guidance regarding resolutions (excerpt)*

*(...)*

- (3) *(...) The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence. (...)*

#### *Section 125 AktG Notifications for the shareholders and to members of the supervisory board (excerpt)*

- (1) *(...) In the case of listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached.*

§ 137 AktG Votes on nominations by shareholders

*Where a shareholder has nominated a candidate for the supervisory board pursuant to section 127 and moves at the general meeting that the candidate be elected, the shareholder's motion is to be resolved upon prior to the nomination made by the supervisory board, provided that a minority of the shareholders so demands whose shares of stock, in the aggregate, are at least equivalent to one tenth of the share capital represented.*

**4. Submission of comments pursuant to section 130a (1) to (4) AktG**

Duly registered 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 Annual General Meeting, *i.e.* by

**21 August 2024**  
(24:00 CEST)

by means of electronic communication, via the password-protected internet service accessible at the internet address [www.morphosys.com/agm](http://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

**22 August 2024**  
(24:00 CEST)

via the Company's website, unless this may be waived by way of exception in accordance with sections 130a (3) sentence 4, 126 (2) sentence 2 no. 1, 3 and 6 AktG, which is the case if (i) the Management Board would make itself liable to prosecution by making it accessible, (ii) the statement contains obviously false or misleading information in material respects or if it is libelous, or (iii) the shareholder indicates that he will not participate in the Annual General Meeting and will not be duly represented. 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 Annual General Meeting in the context of comments submitted in text form or in video format will not be considered at the Annual General Meeting; the submission of motions or the preparation of election proposals (see under section III.11 ("Motions pursuant to section 126 (1) AktG and election proposals pursuant to section 127 AktG") in the invitation to the Annual General Meeting), the exercise of the right to information (see under section III.14 ("Shareholders' right to information pursuant to section 130a (5) and (6) AktG") in the invitation to the Annual General Meeting) and the lodging of objections to resolutions of the Annual General Meeting (see under section III.15 ("Statement of objections on record pursuant to section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG") in the invitation to the Annual General Meeting) is only possible via the channels described separately in each case in this invitation.

The provisions of the AktG on which these shareholder rights are based are as follows:

*Section 130a Right to make statements and right to speak at virtual general meetings (excerpt)*

- (1) In the case of the virtual general meeting, shareholders are entitled to submit statements prior to the meeting regarding the items of business set out in the agenda, doing so by way of electronic communication using the address provided for this purpose in the invitation convening the general meeting. This right may be restricted to shareholders who have duly registered for the general meeting. The scope of the statements reasonably may be restricted in the invitation convening the general meeting.*
  - (2) Statements are to be submitted by no later than five days prior to the meeting.*
  - (3) The statements submitted are to be made accessible to all shareholders by no later than four days prior to the meeting. The ability to access the statements may be restricted to shareholders duly registered for the meeting. In the case of listed companies, the statements are to be made accessible via the company's website; in the case governed by sentence 2, accessibility may be effected via a third-party website. Section 126 (2) sentence 1 nos. 1, 3 and 6 applies accordingly.*
  - (4) Section 121 (7) applies to the calculation of the time periods set out in subsections (2) and (3) sentence 1.*
- (...)*

**5. Right to speak pursuant to section 130a (5) and (6) AktG**

Shareholders or their proxies who are duly registered for the Annual General Meeting and are electronically connected to the Annual General Meeting have the right to speak at the Annual General Meeting by way of video communication pursuant to sections 118a (1) sentence 2 no. 7 and 130a (5) and (6) AktG. From approximately 1 hour prior to the start of the Annual 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](http://www.morphosys.com/agm) (for the relevant access data, see section III.4 ("Password-protected internet service for the Annual General Meeting") in the invitation to the Annual General Meeting), 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 (see section III.11 ("Motions pursuant to section 126 (1) AktG and election proposals pursuant to section 127 AktG") in the invitation to the Annual General Meeting) and the right to request information in accordance with section 131 (1) AktG (see section III.14 ("Shareholders' right to information pursuant to section 131 (1) AktG") in the invitation to the Annual General Meeting).

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

The entire virtual Annual General Meeting, including video communication, will be handled in the password-protected internet service via the LinkMeeting system of the service provider for the Annual General Meeting Better Orange IR & HV AG. Shareholders or their proxies who wish to register their speech via the virtual registration table require for the electronic connection 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 or tablet). 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 underlying provision of MorphoSys AG's Articles of Association reads as follows:

*Section 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 underlying provisions of the German Stock Corporation Act are as follows:

*Section 130a Right to make statements and right to speak at virtual general meetings (excerpt)*

*(...)*

- (5) *The shareholders participating in the meeting by electronic means are to be granted a right to speak at the meeting by means of video communication technology. The form of video communication offered by the company is to be used for the spoken contributions. The spoken contribution may consist of motions and nominations under section 118a (1) sentence 2 no. 3, the demand for information under section 131 (1), follow-up questions under section 131 (1d) as well as of further questions under section 131 (1e). Section 131 (2) sentence 2 applies accordingly.*
- (6) *The company may reserve the right, in the invitation convening the general meeting, to test the functionality of the video communication between the shareholder and the company at the meeting and prior to the spoken contribution and to refuse to admit the spoken contribution if said functionality is not assured.*

## **6. Shareholders' right to information pursuant to section 131 (1) AktG**

Pursuant to sections 118a (1) sentence 2 no. 4 and 131 (1) AktG, each shareholder must be provided with information by the Management Board on the Company's affairs at the Annual 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 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 MorphoSys Group and the companies included in the consolidated financial statements. This is also subject to the condition that the information is necessary for a proper assessment of the item on the agenda.

The right to information is granted to shareholders who are duly registered for and electronically connected to the virtual Annual General Meeting by means of electronic communication or, as applicable, to their proxies. It is not possible to submit questions in advance of the Annual General Meeting pursuant to section 131 (1a) AktG.

The chairman of the meeting intends, pursuant to section 131 (1f) AktG to determine that the aforementioned right to information (including the right to ask questions) may be exercised in the Annual General Meeting exclusively by way of video communication, *i.e.*, within the scope of the right to speak pursuant to section 130a (5) and (6) AktG and the procedure provided for this purpose (see section III.13 ("Right to speak pursuant to section 130a (5) and (6)") in the invitation to the Annual General Meeting). Questions asked before or during the Annual General Meeting in any other way will therefore not be considered.

Furthermore, in accordance with sections 130a (5) sentence 4 and 131 (2) sentence 2 AktG in conjunction with section 19 (4) of the Company's Articles of Association, the chairman of the Annual General Meeting may impose reasonable time limits on the shareholders' right to ask questions and speak and make more detailed provisions in this regard.

The Management Board may refrain from answering individual questions for the reasons stated in section 131 (3) AktG, for example because providing the information could, according to reasonable business judgment, cause significant harm to the Company or an affiliated company (e.g., disclosure of business secrets).

Section 131 (4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual 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 Annual 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 Annual General Meeting, it is ensured that every shareholder who is electronically connected to the Annual General Meeting (or, as applicable, its proxy) can submit a request pursuant to section 131 (4) sentence 1 AktG as well as a request pursuant to section 131 (5) sentence 1 AktG not only by means of video communication, *i.e.*, within the framework of the right to speak and the procedure provided for this purpose (see section III.13 ("Right to speak pursuant to section 130a (5) and (6)") in the invitation to the Annual General Meeting), but also by way of electronic communication via the password-protected internet service on the Company's website at [www.morphosys.com/agm](http://www.morphosys.com/agm) in accordance with the procedures provided for this purpose using the relevant access data (see section III.4 ("Password-protected internet service for the Annual General Meeting") in the invitation to the Annual General Meeting) at the Annual General Meeting.

The provisions of the AktG on which these shareholder rights are based, which also determine the conditions under which the management board may refuse to answer questions, are as follows:

#### *Section 131 AktG Shareholder's right to seek information*

- (1) *The management board is to inform each shareholder at the general meeting, upon a corresponding demand being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The duty to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, each shareholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The duty of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.*
- (1a) *In the case of the virtual general meeting, subsection (1) sentence 1 is to be applied subject to the proviso that the management board may stipulate that questions by the shareholders are to be submitted by way of electronic communication no later than three days prior to the general meeting. Section 121 (7) applies to the calculation of the time limit. Questions not submitted in due time need not be considered.*
- (1b) *The scope in which questions may be submitted may reasonably be restricted in the invitation convening the general meeting. The right to submit questions may be restricted to shareholders duly registered for the meeting.*
- (1c) *The company is to make accessible to all shareholders, prior to the general meeting, the questions duly submitted and is to provide answers to such questions no later than by one day prior to the meeting; section 121 (7) applies to the calculation of the time limit. In the case of listed companies, the questions are to be made accessible and the answers are to be provided via the company's website. Section 126 (2) sentence 1 no. 1, 3 and 6 applies accordingly to the accessibility of the questions. If the answers have been continuously accessible one day prior to commencement of the general meeting and while the meeting is ongoing, the management board may refuse, at the meeting, to provide information regarding those questions.*
- (1d) *Each shareholder participating in the general meeting by electronic means is to be granted a right, by way of electronic communication, to ask follow-up questions regarding all of the answers provided by*

*the management board before the meeting and while it is ongoing. Subsection (2) sentence 2 applies also to the right to ask follow-up questions.*

- (1e) Moreover, each shareholder participating in the general meeting by electronic means is to be granted the right, by way of electronic communication, to ask questions regarding facts and circumstances that have come about only after the time limit defined in subsection (1a) sentence 1 has expired. Subsection 2 sentence 2 applies also to this right to ask questions.*
- (1f) The person chairing the meeting may establish that the right to seek information under subsection (1), the right to ask follow-up questions under subsection (1d) and the right to ask questions under subsection (1e) may be exercised at the general meeting exclusively by means of video communication technology.*
- (2) The information provided is to comply with the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.*
- (3) The management board may refuse to provide information:
  - 1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;*
  - 2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;*
  - 3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;*
  - 4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;*
  - 5. inasmuch as the management board would be liable to punishment under law were it to provide the information;*
  - 6. inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;*
  - 7. inasmuch as such information is continuously accessible on the company's website for a minimum of seven days prior to commencement of the general meeting, and also in its course.**

*Any refusal to provide information for other than the grounds set out above is not permissible.*

- (4) Where information has been provided to a shareholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other shareholder making a corresponding demand at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. In the case of the virtual general meeting, it is to be warranted that each shareholder participating in the general meeting by electronic means is able to transmit their demand under sentence 1 by way of electronic communication. The management board may not refuse to provide the information in accordance with subsection (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 do not apply if a subsidiary undertaking (section 290 (1) and (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (section 290 (1) and (2) of the Commercial Code) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.*

- (5) *Where a shareholder is denied the information sought, the shareholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. In the case of the virtual general meeting, it is to be warranted that each shareholder participating in the meeting by electronic means is able to transmit their demand under sentence 1 by way of electronic communication.*

**7. Statement of objections on record pursuant to section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG**

Duly registered shareholders or their proxies who have exercised their voting rights by means of electronic absentee voting or by granting power of attorney may pursuant to section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG, from the beginning to the end of the virtual Annual General Meeting, declare their objection to resolutions of the Annual General Meeting electronically for the record of the notary public who is recording the Annual General Meeting via the password-protected internet service accessible at the internet address [www.morphosys.com/agm](http://www.morphosys.com/agm) in accordance with the procedure provided for this purpose. The notary has authorized the Company to accept objections via the password-protected internet service and will receive the objections via the password-protected internet service.

The Company would like to point out once again that the proxies appointed by the Company do not accept instructions to file objections.

The underlying provisions of the AktG are as follows:

*Section 118a AktG Virtual general meeting (excerpt)*

- (1) *The by-laws may provide, or may grant authority to the management board to provide, that the meeting is held without the shareholders or their authorized representatives being physically present at the place at which it is being held (virtual general meeting). Where a virtual general meeting is held, the following pre-requisites are to be met:*

*(...)*

8. *the shareholders participating in the meeting by electronic means are granted a right to lodge an objection against a resolution adopted by the general meeting by way of electronic communication.*

*Section 245 AktG Authority to bring an action for avoidance (excerpt)*

*The following have authority to bring an action for avoidance:*

1. *any shareholder present in person at the general meeting, provided they have purchased the shares of stock already prior to notice of the agenda having been given by publication and provided they raised an objection concerning the resolution and had it recorded in the minutes;*

*(...)*

*In the case of the virtual general meeting, all shareholders participating in the meeting by electronic means are considered to have been present in person within the meaning of sentence 1 no. 1.*

Planegg, July 2024

MorphoSys AG

The Management Board