

Report of the Supervisory Board

Cooperation of the Management Board and Supervisory Board

During the 2023 financial year, the Supervisory Board comprehensively performed the duties assigned to it by law, the Articles of Association, the Rules of Procedure, and the recommendations of the German Corporate Governance Code (hereinafter referred to as the “Code”) with two justified exceptions as regards the Code in its version dated April 28, 2022 (the “Code 2022”). We regularly advised and continuously oversaw the Management Board in its management of the Company and dealt extensively with the operational and strategic development of the Group. The Management Board fulfilled its duty to inform us and furnish us with periodic written and verbal reports containing timely and detailed information on all business transactions and events of significant relevance to the Company. The Management Board prepared these reports in collaboration with the respective departments. In our Committee meetings and plenary sessions, we had the opportunity to discuss the Management Board’s reports and the proposed resolutions in full. The Management Board answered our questions on strategic topics affecting the Company with a great level of detail and submitted the relevant documents in a timely manner. Any deviations from the business plan were thoroughly explained to us and we were directly involved at an early stage in all decisions relevant to the Company.

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

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

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

Supervisory Board Meetings in the 2023 Financial Year and Key Items of Discussion

A total of 11 Supervisory Board meetings were held in the 2023 financial year, of which four were in-person meetings and seven took the form of a video conference. The Supervisory Board regularly held closed sessions without participation of the Management Board as part of their Supervisory Board meetings. Except for three Supervisory Board meetings at which in two cases one Supervisory Board member and in one case two Supervisory Board members were unable to attend, all Supervisory Board members were present at all Supervisory Board meetings. A detailed overview of the participation of all Supervisory Board members in the respective Supervisory Board and Committee meetings can be found in the “Statement on Corporate Governance,” which is available on the

Company’s website under the heading “Investors > Corporate Governance > Statement on Corporate Governance,” and in the Annual Report on pages 83 to 85. In urgent cases occurring outside of meetings, the Supervisory Board passed resolutions by written procedure.

In addition to the above, a one-day in-person strategy meeting took place in November 2023 that primarily addressed:

- the Company’s corporate strategy and strategic options; as well as
- the financial outlook and financing strategy.

During the 2023 financial year, the Supervisory Board paid particular attention to the following topics and passed resolutions on these topics after a thorough review and discussion:

- Evaluation of the achievement of the Company goals for 2022 and approval of the Company goals for 2023 as well as pre-discussion of the Company goals for 2024;
- Approval of the terms and conditions of the Performance Share Unit Program 2023 and definition of the number of performance share units to be granted to the members of the Management Board under this plan;
- Agenda and proposed resolutions for the Annual General Meeting 2023, as well as the nomination of Michael Brosnan and George Golumbeski, Ph.D., as Supervisory Board candidates for re-election at the Annual General Meeting 2023;
- Selection of the auditor to be proposed to the Annual General Meeting 2023 for the audit of the 2023 financial year and award of the audit contract to the auditor for the 2023 financial year;
- Confirmation of Marc Cluzel, M.D., Ph.D., as Chair of the Supervisory Board and George Golumbeski, Ph.D., as

Deputy Chair of the Supervisory Board and re-establishment and restaffing of the Committees in the Supervisory Board's constituent meeting following the Annual General Meeting 2023;

- Revision of the Schedule of Responsibilities;
- Appointment of Charlotte Lohmann (Chief Legal Officer) as member of the Management Board until August 31, 2023, and conclusion of a corresponding service agreement;
- Appointment of Lucinda Crabtree, Ph.D., as member of the Management Board and Chief Financial Officer until August 6, 2026, and conclusion of a corresponding service agreement;
- Implementation of a new Claw Back Policy for the Management Board to fulfill a new SEC requirement;
- Declaration of Conformity for 2023;
- Budget for the 2024 financial year;
- Capital increase with gross proceeds of € 102.7 million and related increase of the share capital from € 34,231,943 to € 37,655,137 through a full utilization of the Authorized Capital 2023-II;
- 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; and
- Discussions regarding a potential takeover offer for all shares in the Company.

We commissioned an independent remuneration consultant to confirm the appropriateness of the Management Board's compensation also with a view to its comparability with the remuneration of various levels of employees. We discussed the key performance indicators for the long-term incentive plans for the Management Board and other employees in key positions and agreed upon the key performance indicators for the employees in key positions. Further, we developed and approved the remuneration report for the

financial year 2022, which was submitted for approval to the Annual General Meeting 2023.

Furthermore, we approved the financial statements for the financial year 2022, acknowledged the half-year results for 2023 and the first and third quarter reports, and dealt with the Statement on Corporate Governance and the Report on Corporate Governance.

Our regular discussions in the Supervisory Board's plenary meetings were focused on MorphoSys' long-term strategy, Monjuvi® sales performance, revenue and cash development, and the regular financial reports including communication to the investor community and share price development. Further focal points of discussion were the results and progress of the Company's clinical programs for the development of proprietary drugs, preparation for the Phase 3 data read-out of pelabresib, and the consolidation of the Company's research and discovery activities. Furthermore, we reviewed the financial outlook for the 2025/2026 financial years and deliberated on MorphoSys' associated future potential financing needs. In addition, we evaluated how effectively the Supervisory Board and its Committees fulfill their tasks, which was done via a questionnaire that included a joint self-evaluation of the Supervisory Board and its Committees. Furthermore, we kept ourselves regularly informed with respect to the Company's risk management system, internal audit results, and the internal control and compliance management system.

Conflicts of Interest within the Supervisory Board

No conflicts of interest arose within the Supervisory Board in the 2023 financial year.

Activities and Meetings of Supervisory Board Committees

To ensure that its duties are performed efficiently, the Supervisory Board has established three permanent Committees – the Audit Committee, the Remuneration and Nomination Committee, and the Science and Technology Committee – to prepare the issues that fall within the Supervisory Board's respective areas of responsibility for the Supervisory Board plenum. In each Supervisory Board meeting, the chairs of the Committees report to the Supervisory Board on the Committees' work and the minutes of the Committee meetings are made available to all Supervisory Board members. The composition of these Committees can be found in the "Statement on Corporate Governance," which is available on the Company's website under the heading "Investors > Corporate Governance > Statement on Corporate Governance," and in the Annual Report on pages 80 to 86.

The Audit Committee met on six occasions in the 2023 financial year, four times in person and two times via video conference. All Committee members were present at all Audit Committee meetings. The Audit Committee dealt mainly with accounting issues, quarterly reports, annual financial statements, and consolidated financial statements. The Committee discussed these topics with the Management Board and recommended the approval of the financial statements to the Supervisory Board. The auditor took part in five of the six Audit Committee meetings and informed its members of the audit and review results. The Audit Committee made a recommendation to the Supervisory Board with respect to the Supervisory Board's proposal at the Annual General Meeting for the election of the independent auditor for the 2023 financial year. For the 2023 financial year, the Supervisory Board commissioned PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich ("PwC") as its auditor. Based on the EU Audit Directive and the German Financial Market Integrity Strengthening Act ("FISG") the Audit Committee carried out a public tender in 2023 for the

2024 annual audit and half-year review. As a result, the Audit Committee made a recommendation to the Supervisory Board with respect to the Supervisory Board's proposal at the Annual General Meeting for the election of the independent auditor for the 2024 financial year. In addition, the Audit Committee dealt with the annual update of a list of permitted and pre-approved non-audit services provided by the auditor. The Committee also discussed the risk management system, the compliance management system, and the results of the internal audit conducted in the 2023 financial year, as well as specific accounting issues under the International Financial Reporting Standards (IFRS) relevant to the Company. Furthermore, the Committee regularly discussed the Company's Asset Management Policy and the investment recommendations made by the Management Board. The Audit Committee also discussed the 2024 budget and the financial outlook for the 2025/2026 financial years as well as the monitoring of the going-concern assessment. In addition, the Committee monitored the further development of and adaptation to new processes and transactions in the Internal Control over Financial Reporting (ICoFR) system to ensure continuous SOX compliance by the end of 2023.

To increase efficiency, there is a joint Remuneration and Nomination Committee, which deliberates on matters relating to remuneration and nomination. The Committee met on five occasions in the 2023 financial year via a video conference. All Committee members participated in all Committee meetings. In its function as a remuneration committee, the Committee mainly dealt with the level of compensation of the Management Board. In addition, the Committee dealt with the preparation of the 2022 remuneration report and recommended the implementation of a Claw Back Policy to fulfill a new SEC requirement for approval to the Supervisory Board. Further, the Committee also commissioned an independent remuneration expert to verify the (horizontal and vertical) appropriateness of the Management Board's remuneration. Based on this report, the Committee prepared a recommendation on the Management Board's compensation and submitted this to the Supervisory Board

for approval. In addition, the Committee gave careful consideration to the Company goals as a basis for the Management Board's short-term variable remuneration and offered appropriate recommendations to the Supervisory Board for resolution. The Committee also discussed the key performance indicators of the long-term incentive ("LTI") plans for the Management Board and other employees in key positions and submitted a proposal for approval to the Supervisory Board regarding the 2023 LTI grant to Management Board members. In its function as a nomination committee, the Committee oversaw a search process for a new CFO that resulted in the appointment of Lucinda Crabtree, Ph.D., as new CFO in August 2023. Further, the Committee prepared the service agreements with Lucinda Crabtree, Ph.D., and Charlotte Lohmann. In addition, this Committee dealt with succession planning within the Management Board and Supervisory Board.

The Science and Technology Committee met on four occasions during the 2023 financial year, three times in person and one time via video conference. All Committee members participated in all Committee meetings. The Committee dealt mainly with the Company's development activities as well as the overall strategy to maximize proprietary drug pipeline opportunities, the Company's drug development plans and future development strategy, progress in the clinical trials, Medical Affairs organization development, and required budget resources. Moreover, the development of pelabresib, maximizing the myelofibrosis opportunity and expanding into new indications, was examined. The Committee evaluated the execution of the MANIFEST and MANIFEST-2 studies and the MF submission strategy to ensure the forementioned development and endorsed the MANIFEST-2 topline data approach and development plans for expansion to new indications and markets. Additionally, the Committee also reviewed key areas of progress within the tafasitamab program, the frontMIND path into first-line DLBCL, and efforts to raise awareness of CD19 preservation in the context of the evolving treatment landscape. The Committee oversaw the departure of the research organization to support company's strategic focus. The Committee also evaluated

the development of tulmimetostat in multiple indications and monitored the felzartamab program activities' transition to HI-Bio.

The members of the Science and Technology Committee also serve as members of the Ad Hoc Deal Committee, which meets in this function when necessary. The Deal Committee did not meet in the 2023 financial year.

Corporate Governance

The Supervisory Board devoted its attention to the further development of MorphoSys' corporate governance, taking the Code into consideration. The Statement on Corporate Governance according to Section 289f HGB, including the detailed Report on Corporate Governance, and the Group Statement on Corporate Governance according to Section 315d HGB can be found on the Company's website under the heading "Investors > Corporate Governance > Report on Corporate Governance" and in the Annual Report on pages 78 to 97.

We also discussed with the Management Board the Company's compliance with the Code's recommendations and in two justified cases approved an exception to the recommendations of the Code 2022. Based on this consultation, the Management Board and the Supervisory Board submitted the annual Declaration of Conformity on November 29, 2023. The current version of the Declaration of Conformity can be found in this Annual Report and is permanently available on the Company's website under the heading "Investors > Corporate Governance > Declaration of Conformity."

Changes in the Composition of the Management Board and Supervisory Board

In December 2022, the Chief Financial Officer, Sung Lee, resigned as a member of the Management Board with effect as of the end of March 17, 2023. In February 2023, Charlotte Lohmann (Chief Legal Officer) was appointed as a member of the Management Board with effect as of March 1, 2023, until the end of August 31, 2023.

In August 2023, Lucinda Crabtree, Ph.D., was also appointed as member of the Management Board and Chief Financial Officer with effect as of August 8, 2023, for a term of three years.

No further changes in the composition of the Management Board took place during the 2023 financial year.

With effect as of the end of the Annual General Meeting 2023, the term of office of the Supervisory Board members Michael Brosnan and George Golumbeski, Ph.D., ended. The Annual General Meeting 2023 re-elected Michael Brosnan and George Golumbeski, Ph.D., as members of the Supervisory Board. Michael Brosnan was re-elected until the end of the General Meeting that resolves upon the discharge of the Supervisory Board for the second business year following the beginning of the term of office (i.e., presumably until the end of the Annual General Meeting 2026). George Golumbeski, Ph.D., was re-elected until the end of the General Meeting that resolves upon the discharge of the Supervisory Board for the business year 2023 (i.e., presumably until the end of the Annual General Meeting 2024). No further changes in the composition of the Supervisory Board took place during the 2023 financial year.

Audit of the Annual Financial Statements and Consolidated Financial Statements

For the 2023 financial year, the Company commissioned PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich (“PwC”), as its auditor.

The consolidated financial statements and the annual financial statements of MorphoSys AG, as well as the Group Management Report and the Management Report for the 2023 financial year, were properly audited by PwC and issued with an unqualified audit opinion. The key topics of the audit for the consolidated and annual financial statements for the 2023 financial year were management override of controls, the risk of fraud in revenue recognition due to potential fictitious manual adjustments to revenue, the valuation of the financial liability from collaborations, the valuation of the financial liabilities arising from the agreements with Royalty Pharma, the recoverability of goodwill and intangible assets related to Constellation Pharmaceuticals Inc., the assessment of the design and effectiveness of internal controls in accordance with SOX 404, the evaluation of the Management Board’s going-concern assessment, as well as for statutory purposes the valuation of the investment in MorphoSys US Inc. In addition, the auditor confirmed that the Management Board had established an appropriate early-risk detection system.

The audit reports and documents relating to the consolidated financial statements and the annual financial statements were provided on a timely basis to all Supervisory Board members for review. The audit report, the consolidated financial statements, the Group Management Report of the MorphoSys Group, and the audit report, the annual financial statements, and the Management Report of MorphoSys AG were discussed in detail at the Audit Committee meeting on March 11, 2024, and at the meeting of the Supervisory Board on March 12, 2024. The auditor attended all meetings concerning the consolidated and

annual financial statements, the half-year report, and quarterly interim statements and reported on key results of their audit and review, respectively (except for the 1st Quarter Interim Statement, which was not reviewed). The auditor also explained the scope and focus of the audit and review and was available to the Audit Committee and the Supervisory Board to answer questions and provide further information.

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

The Company has to prepare a remuneration report in accordance with Section 162 of the German Stock Corporation Act (“AktG”) and a separate non-financial report for the 2023 financial year. The Supervisory Board commissioned PwC to carry out a voluntary material review of the remuneration report and a limited-assurance review of the separate non-financial report. All members of the Supervisory Board received the remuneration report, the separate non-financial report, and the independent auditor’s report on the review in a timely manner. PwC’s report and the audit opinion were discussed at the Supervisory Board’s plenary meeting on March 12, 2024. The auditor participated in this discussion and presented the audit results. The Supervisory Board took note of the results of the audit with approval.

Recognition for Dedicated Service

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

The Supervisory Board would also like to thank the departed Management Board member Sung Lee for his contribution and commitment. The Supervisory Board further thanks Charlotte Lohmann for her contribution and commitment as Management Board member and Chief Legal Officer.

Planegg, March 12, 2024

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