

MorphoSys AG  
Planegg  
Security identification number: 663200  
ISIN: DE0006632003  
Unique identification of the event: MOR052023oHV

**Convenience translation:**

**The text decisive for the invitation to the Annual General Meeting of MorphoSys AG is the one written in the German language.**

# Invitation to the 2023 Virtual Annual General Meeting of MorphoSys AG

We hereby invite our shareholders to the Annual General Meeting of MorphoSys AG, Planegg, to be held on Wednesday, 17 May 2023, at 2:00 p.m. (CEST) on the basis of section 26n (1) of the Introductory Act to the German Stock Corporation Act (EGAktG) with the consent of the Supervisory Board as a virtual General Meeting pursuant to Section 118a of the German Stock Corporation Act (AktG) without the physical presence of the shareholders or their proxies, with the exception of the proxies appointed by the Company.

The place of the General Meeting within the meaning of the German Stock Corporation Act is the registered office of the Company, Semmelweisstraße 7, 82152 Planegg. Shareholders or their proxies (with the exception of the Company's proxies) have no right or opportunity to be physically present at the location of the General Meeting. The entire General Meeting will be broadcast live in video and audio for duly registered shareholders or their proxies via the Company's website at [www.morphosys.com/agm](http://www.morphosys.com/agm) in the password-protected internet service. Shareholders' voting rights will be exercised - including by authorizing of third parties - exclusively by means of electronic communication, namely by electronic postal vote, or by issuing a power of attorney and instructions to the proxies nominated by the Company. For further details, please refer to the additional information and notes at the end of the invitation following the agenda.

## I. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the year ended 31 December 2022, together with the management reports, including the report of the Supervisory Board for the financial year 2022 and the explanatory report of the Management Board on the disclosures**

**pursuant to sections 289a and 315a of the German Commercial Code (HGB).**

The above documents are available for download on the internet at [www.morphosys.com/agm](http://www.morphosys.com/agm). The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. No resolution is therefore required on this agenda item.

**2. Resolution on the approval of the actions of the members of the Management Board for the fiscal year 2022**

The Management Board and the Supervisory Board propose that the acts of the members of the Management Board in fiscal year 2022 be approved.

**3. Resolution on the approval of the actions of the members of the Supervisory Board for the fiscal year 2022**

The Management Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in the fiscal year 2022 be approved.

**4. Resolution on the election of the auditor for the financial year 2023**

On the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be reelected as auditors of the financial statements and consolidated financial statements for the fiscal year 2023 and as auditors for the review of the half-yearly financial report 2023.

In accordance with Article 16 (2) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014, the Audit Committee has declared that its recommendation is free from undue influence by third parties and that no contractual clauses restricting the selection options of the Annual General Meeting within the meaning of Article 16 (6) of Regulation (EU) No. 537/2014 have been imposed on it.

**5. Resolution on the election of members of the Supervisory Board**

The Supervisory Board is composed in accordance with sections 95 and 96 (1) AktG and section 8 (1) of the Articles of Association of the Company and consists of six members. The Company is not subject to co-determination. Thus, the Supervisory Board is composed exclusively of shareholder representatives. In accordance with section 102 (1) AktG and section 8 (2) of the Articles of Association of the Company, the members of the Supervisory Board are appointed for a maximum period up to the end of the General Meeting which resolves on the formal approval of the actions of the Supervisory Board for the fourth financial year after the beginning of the term of office. The fiscal year in which the term of office begins is not included.

The terms of office of Supervisory Board members Michael Brosnan and George Golumbeski, Ph.D. will end at the close of the General Meeting on 17 May 2023. The term of office of the other Supervisory Board members has not yet ended. Both, Mr. Michael Brosnan and Mr. George Golumbeski, Ph.D. are available for re-election and shall be reelected as a member of the Supervisory Board with effect from the end of the General Meeting on 17 May 2023. A total of two Supervisory Board members are therefore to be newly elected. The election proposal is in accordance with section 95 sentence 3 AktG.

Having said this, the Supervisory Board proposes, in accordance with the proposal of its Compensation and Nomination Committee, that the persons named below under lit. a) and b) be elected as members of the Supervisory Board. The persons named below under lit. a) and b) will be elected with effect from the end of the General Meeting on 17 May 2023. The person named under a) below is appointed for the period until the end of the General Meeting which resolves on the ratification of the acts of the Supervisory Board for the

second fiscal year after the beginning of the term of office, not including the fiscal year in which the term of office begins (i.e. with regard to the persons named under a) , presumably until the end of the Annual General Meeting in 2026). The person named under b) below is appointed for the period until the end of the General Meeting which resolves on the ratification of the acts of the Supervisory Board for the fiscal year 2023 (i.e. with regard to the person named under b), presumably until the end of the Annual General Meeting in 2024):

- a) Mr. Michael Brosnan  
Practiced profession: Self-employed management consultant in the life sciences and healthcare sector  
Residence: Osterville, Massachusetts, USA
  
- b) Mr. George Golumbeski, Ph.D.  
Practiced profession: Freelance business consultant in the life sciences and healthcare industries  
Residence: Far Hills, New Jersey, USA

The candidates proposed for election are members of a supervisory board required by law at the companies listed under (i) below or members of a comparable domestic or foreign supervisory body of a business enterprise at the companies listed under (ii) below:

- a) Mr. Michael Brosnan
  - (i) CureVac SE  
Daimler Truck Holding AG  
Daimler Truck AG
  - (ii) None
  
- b) Mr. George Golumbeski, Ph.D.
  - (i) None
  - (ii) Ananke Therapeutics, Inc., Boston, MA, USA  
Actio Biosciences, San Diego, CA, USA  
Carrick Therapeutics Ltd., Dublin, Ireland  
Chroma Medicine, Cambridge, MA, USA  
Sage Therapeutics, Inc., Cambridge, MA, USA  
Shattuck Labs, Inc., Austin, TX, USA

Detailed resumes of the proposed candidates are available for viewing online at [www.morphosys.com/agm](http://www.morphosys.com/agm).

In accordance with the German Corporate Governance Code, the proposed candidates will ensure that they have sufficient time to perform their duties; in addition, the Supervisory Board has satisfied itself that the proposed candidates can devote the expected amount of time.

The proposed candidates do not have any personal or business relationship with MorphoSys AG or its group companies or the corporate bodies of MorphoSys AG which would have to be disclosed pursuant to the German Corporate Governance Code. A disclosable personal or business relationship with a shareholder with a material interest in MorphoSys AG within the meaning of the German Corporate Governance Code does not come into consideration, as MorphoSys AG has no such shareholder.

In addition, all members of the Supervisory Board of MorphoSys AG are independent within the meaning of the German Corporate Governance Code.

The election proposal takes into account the objectives resolved by the Supervisory Board for its composition and aims to fulfill the competence profile, women's quota and diversity concept developed by the Supervisory Board for the entire Board. These targets were last updated by the Supervisory Board on 15 November 2022 and are published, including the status of implementation, in the Corporate Governance Statement for the 2022 financial year. This is included in the Annual Report 2022 and is available on the company's website.

The proposed candidates as well as the Supervisory Board members not standing for re-election are, as a whole, familiar with the sector in which the Company operates. Mr. Michael Brosnan has expertise in the fields of accounting and auditing, and the Supervisory Board members Krisja Vermeylen and Sharon Curran, who are not standing for re-election, have expertise in the field of auditing. In addition, Sharon Curran has expertise in the field of ESG (Environment, Social & Governance).

## **6. Resolution on the cancellation of Authorized Capital 2021-I and the creation of a new Authorized Capital 2023-I with the option to exclude statutory subscription rights; amendment to the Articles of Association**

In order to continue to give the management appropriate room for maneuver, the existing Authorized Capital 2021-I of the Company (section 5 (5) of the Articles of Association of the Company), which was created by resolution of the Annual General Meeting on 19 May 2021 under agenda item 6, is to be cancelled and a new Authorized Capital 2023-I is to be created, which authorizes an increase of up to 20% of the share capital of the Company and, subject to certain conditions, also the exclusion of shareholders' subscription rights to the extent of up to 10% of the share capital of the Company. The cancellation of the Authorized Capital 2021-I shall only take effect if the Authorized Capital 2023-I effectively replaces it.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

a) Cancellation of Authorized Capital 2021-I

The Authorized Capital 2021-I pursuant to section 5 (5) of the Articles of Association of the Company shall, insofar as this authorization has not yet been utilized at the time of entry in the Commercial Register of the Authorized Capital 2023-I resolved pursuant to lit. b) and lit. c) below, be cancelled with effect from the time of entry in the Commercial Register of the Authorized Capital 2023-I resolved pursuant to lit. b) and lit. c) below.

b) Creation of a new Authorized Capital 2023-I

The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company on one or more occasions on or before 16 May 2028 (inclusive) against cash contributions and/or contributions in kind by a total of up to € 6,846,388.00 by issuing up to 6,846,388 new no-par value bearer shares (Authorized Capital 2023-I).

Shareholders are generally entitled to a subscription right. The shares may also be underwritten by one or more banks with the obligation to offer them to the shareholders for subscription. However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights:

- aa) in the case of a capital increase against cash contributions, to the extent necessary to avoid fractional amounts; or

- bb) in the case of a capital increase against non-cash contributions; or
- cc) in the case of a capital increase against cash contributions, insofar as the new shares are placed in the course of an IPO at a foreign stock exchange.

The total number of shares issued on the basis of the above authorizations with the exclusion of shareholder subscription rights for capital increases against cash and/or non-cash contributions and including the deductions listed below, shall not exceed 10% of the share capital calculated either at the time these authorizations take effect or at the time they are exercised, based on whichever amount is lower. The aforementioned 10% limit shall include (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 with the exclusion of subscription rights during the period in which these authorizations are in effect and (iii) shares to be issued to serve convertible bonds and/or bonds with warrants, insofar as the convertible bonds and/or bonds with warrants have been issued with 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 the Management Board 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 shareholders' subscription rights resolved by the Annual General Meeting takes effect after the reduction, in the amount of the new authorization, up to a maximum of 10% of the share capital in accordance with the requirements of sentence 1 of this paragraph.

With the Supervisory Board's consent, the Management Board shall be authorized to determine the further details of the capital increase and its execution.

c) Amendment of the Articles of Association

Section 5 (5) of the Articles of Association of the Company shall be reworded as follows:

*"(5) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company on one or more occasions on or before 16 May 2028 (inclusive) against cash and/or kind contributions by a total of up to € 6,846,388.00 by issuing up to 6,846,388 new no-par value bearer shares (Authorized Capital 2023-I).*

*Shareholders are generally entitled to a subscription right. The shares may also be underwritten by one or more banks with the obligation to offer them to the shareholders for subscription. However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights:*

- aa) in the case of a capital increase against cash contributions, to the extent necessary to avoid fractional amounts; or*
- bb) in the case of a capital increase against non-cash contributions; or*
- cc) in the case of a capital increase against cash contributions, insofar as the new shares are placed in the course of an IPO on a foreign stock exchange.*

*The total number of shares issued on the basis of the above authorizations with the exclusion of shareholder subscription rights for capital increases against cash and/or non-cash contributions and including the deductions listed below, shall not exceed 10% of the share capital calculated either at the time these authorizations take effect or at the time they are exercised, based on whichever amount is lower. The aforementioned 10% limit shall include (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 with the exclusion of subscription rights during the period in which these authorizations are in effect and (iii) shares to be issued to serve convertible bonds and/or bonds with warrants, insofar as the convertible bonds and/or bonds with warrants have been issued with 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 the Management Board 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 shareholders' subscription rights resolved by the Annual General Meeting takes effect after the reduction, in the amount of the new authorization, up to a maximum of 10% of the share capital in accordance with the requirements of sentence 1 of this paragraph.*

*With the Supervisory Board's consent, the Management Board shall be authorized to determine the further details of the capital increase and its execution."*

The written report of the Management Board on agenda item 6 pursuant to section 203 (2) sentence 2 in connection with section 186 (4) sentence 2 AktG is available on the internet at [www.morphosys.com/agm](http://www.morphosys.com/agm).

## **7. Resolution on the cancellation of Authorized Capital 2021-II and the creation of a new Authorized Capital 2023-II with the option to exclude statutory subscription rights; amendment to the Articles of Association**

The existing Authorized Capital 2021-II (section 5 (6) of the Articles of Association of the Company), which was created by resolution of the Annual General Meeting on 19 May 2021 under agenda item 7, no longer authorizes the exclusion of subscription rights to a sufficient extent due to its partial utilization. In order to continue to give the management appropriate room for maneuver, the existing Authorized Capital 2021-II of the Company is to be cancelled and a new Authorized Capital 2023-II is to be created, which authorizes an increase of up to 10% of the share capital of the Company and, subject to certain conditions, also the exclusion of shareholders' subscription rights to this extent. The cancellation of the Authorized Capital 2021-II shall only take effect if the Authorized Capital 2023-II effectively replaces it.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

a) Cancellation of Authorized Capital 2021-II

The Authorized Capital 2021-II pursuant to section 5 (6) of the Articles of Association of the Company shall, insofar as this authorization has not yet been utilized at the time of entry in the Commercial Register of the Authorized Capital 2023-II resolved pursuant to lit. b) and lit. c), be cancelled with effect from the time of entry in the Commercial Register of the Authorized Capital 2023-II resolved pursuant to lit. b) and lit. c).

b) Create of a new Authorized Capital 2023-II

The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company on one or more occasions on or before 16 May 2028 (inclusive) against cash contributions by a total of up to € 3,423,194.00 by issuing up to 3,423,194 new no-par value bearer shares (Authorized Capital 2023-II).

Shareholders are generally entitled to a subscription right. The shares may also be underwritten by one or more banks with the obligation to offer them to the shareholders for subscription. However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights:

- aa) to the extent necessary to avoid fractional amounts; or
- bb) if the new shares are issued at an issue price that is not significantly lower than the stock market price of shares of the same class and the shares issued in accordance with or by analogous application of section 186 (3) sentence 4 AktG against cash contributions to the exclusion of subscription rights during the term of this authorization do not exceed a total of 10% of the share capital, either at the time this authorization takes effect or at the time it is exercised. Those treasury shares of the Company which are sold during the term of this authorization with the exclusion of shareholders' subscription rights in accordance with section 71 (1) No. 8 sentence 5 Half sentence 2 AktG in conjunction with section 186 (3) sentence 4 AktG shall be counted towards this limit of 10 % of the share capital. Furthermore, shares issued or to be issued to service convertible bonds and/or bonds with warrants shall count towards this limit of 10% of the share capital, provided that these convertible bonds and/or bonds with warrants were issued during the term of this authorization with the exclusion of subscription rights in analogous application of section 186 (3) sentence 4 AktG. In addition, shares issued during the term of this authorization on the basis of other capital measures excluding shareholders' subscription rights in direct or analogous application of section 186 (3) sentence 4 AktG shall be counted towards the maximum limit of 10% of the share capital. The maximum limit reduced in accordance with the above sentences of this paragraph shall be increased again when a new authorization to exclude shareholders' subscription rights resolved by the General Meeting after the reduction takes effect in accordance with section 186 (3) sentence 4 AktG, to the extent that the new authorization extends, but up to a maximum of 10% of the share capital in accordance with the requirements of sentence 1 of this paragraph bb).

The total shares issued on the basis of the above authorizations with exclusion of subscription rights in the case of capital increases against cash contributions, including the offsets listed below, may not exceed 10% of the share capital - calculated at the time the authorizations become effective or the time the authorizations are exercised, whichever is lower. The aforementioned 10% limit shall include (i) treasury shares sold with exclusion of subscription rights after these authorizations become effective; (ii) shares issued on the basis of other authorized capital subject to an exclusion of subscription rights during the period in which these authorizations take 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 were issued during the period in which these authorizations take effect subject to an exclusion of shareholders' subscription rights, but in respect of items (i), (ii) and/or (iii) in each case only insofar as the shares are not used to service claims of board members 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 shareholders' subscription rights resolved by the Annual General Meeting takes effect after the reduction, in the amount of the new authorization, up to a maximum of 10% of the share capital in accordance with the requirements of sentence 1 of this paragraph.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation.

c) Amendment of the Articles of Association

Section 5 (6) of the Articles of Association of the Company shall be reworded as follows:

*“(6) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company on one or more occasions on or before 16 May 2028 (inclusive) against cash contributions by a total of up to € 3,423,194.00 by issuing up to 3,423,194 new no-par value bearer shares (Authorized Capital 2023-II).*

*Shareholders are generally entitled to a subscription right. The shares may also be underwritten by one or more banks with the obligation to offer them to the shareholders for subscription. However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights:*

- aa) to the extent necessary to avoid fractional amounts; or*
- bb) if the new shares are issued at an issue price that is not significantly lower than the stock market price of shares of the same class and the shares issued in accordance with or by analogous application of section 186 (3) sentence 4 AktG against cash contributions to the exclusion of subscription rights during the term of this authorization do not exceed a total of 10% of the share capital, either at the time this authorization takes effect or at the time it is exercised. Those treasury shares of the Company which are sold during the term of this authorization with the exclusion of shareholders' subscription rights in accordance with section 71 (1) No. 8 sentence 5 Half sentence 2 AktG in conjunction with section 186 (3) sentence 4 AktG shall be counted towards this limit of 10 % of the share capital. Furthermore, shares issued or to be issued to service convertible bonds and/or bonds with warrants shall count towards this limit of 10% of the share capital, provided that these convertible bonds and/or bonds with warrants were issued during the term of this authorization with the exclusion of subscription rights in corresponding application of section 186 (3) sentence 4 AktG. In addition, shares issued during the term of this authorization on the basis of other capital measures excluding shareholders' subscription rights in direct or analogous application of section 186 (3) sentence 4 AktG shall be counted towards the maximum limit of 10% of the share capital. The maximum limit reduced in accordance with the above sentences of this paragraph shall be increased again when a new authorization to exclude shareholders' subscription rights resolved by the Annual General Meeting after the reduction takes effect in accordance with section 186 (3) sentence 4 AktG, to the extent that the new authorization extends, but up to a maximum of 10% of the share capital in accordance with the requirements of sentence 1 of this paragraph bb).*

*The total shares issued on the basis of the above authorizations with exclusion of subscription rights in capital increases against cash contributions, including the offsets listed below, may not exceed 10% of the share capital - calculated at the time the authorizations become effective or the time the authorizations are exercised, whichever is lower. The aforementioned 10% limit shall include (i) treasury shares sold with exclusion of subscription rights after these authorizations become effective; (ii) shares issued on the basis of other authorized capital subject to an exclusion of subscription rights during the period in which these authorizations take 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 were issued during the period in which these authorizations take effect subject to an exclusion of shareholders' subscription rights, but in respect of items (i), (ii) and/or (iii) in each case only insofar as the shares are not used to service claims of board members 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 shareholders' subscription rights resolved by the Annual General Meeting takes effect after the reduction, in the amount of the new authorization, up to a maximum of 10% of the share capital in accordance with the requirements of sentence 1 of this paragraph.*

*The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation."*

The written report of the Management Board on agenda item 6 pursuant to section 203 (2) sentence 2 in connection with section 186 (4) sentence 2 AktG is available on the internet at [www.morphosys.com/agm](http://www.morphosys.com/agm).

## **8. Resolution on the reduction of the Conditional Capital 2016-III, on the reduction of the Authorized Capital 2019-I as well as on the reduction of the Authorized Capital 2021-III; amendments to the Articles of Association**

The Company has the Conditional Capital 2016-III. The Conditional Capital 2016-III is contained in Section 5 (6g) of the Company's articles of association. Currently, the Conditional Capital 2016-III still exists in the amount of € 532,025.00. The Conditional Capital 2016-III is now partially no longer required and can be reduced to € 416,297.00 (the maximum amount still required to service the issued subscription rights). There are no subscription rights who could oppose the reduction of the Conditional Capital 2016-III.

The Company has the Authorized Capital 2019-I. The Authorized Capital 2019-I is contained in Section 5 (6h) of the Company's articles of association. Currently, the Authorized Capital 2019-I still exists in the amount of € 88,961.00. The Authorized Capital 2019-I is now partially no longer required and can be reduced to € 42,715.00 (the maximum amount still required for the delivery of shares of the Company to service Restricted Stock Units (RSUs) exclusively granted to senior managers and employees (including directors and officers) of MorphoSys US Inc. under the Company's Restricted Stock Unit Program (RSUP) in accordance with the RSUP).

The Company has the Authorized Capital 2021-III. The Authorized Capital 2021-III is contained in Section 5 (6a) of the Company's articles of association. Currently, the Authorized Capital 2021-III still exists in the amount of € 315,000.00. The Authorized Capital 2021-III is now partially no longer required and can be reduced to € 41,552.00 (the maximum amount still required for the delivery of shares of the Company to service Restricted Stock Units (RSUs) exclusively granted to senior managers and employees (including directors and officers) of MorphoSys US Inc. under the Company's Restricted Stock Unit Program (RSUP) in accordance with the RSUP).

The Management Board and Supervisory Board therefore propose that the following resolutions be adopted:

- a) Reduction of the Conditional Capital 2016-III
  - i. The Conditional Capital 2016-III contained in Section 5 (6g) of the Company's articles of association will be reduced from € 532,025.00 to € 416,297.00.

- ii. Section 5 (6g) sentence 1 of the Company's articles of association shall be amended as follows:

*"The Company's share capital has been conditionally increased by up to € 416,297.00 through the issuance of up to 416,297 new no-par value bearer shares (Conditional Capital 2016-III)."*

In all other aspects, Section 5 (6g) of the articles of association of the Company remains unaffected.

b) Reduction of the Authorized Capital 2019-I

- i. The Authorized Capital 2019-I contained in Section 5 (6h) of the Company's articles of association will be reduced from € 88.961.00 to € 42,715.00.

- ii. Section 5 (6h) sentence 1 of the Company's articles of association shall be amended as follows:

*"The Management Board is authorized, with the consent of the Supervisory Board, until April 30, 2024 (inclusive) to increase the Company's share capital against cash and/or non-cash contributions once or several times by a total of up to € 42,715.00 by issuing up to 42,715 new no-par value bearer shares (Authorized Capital 2019-I)."*

In all other aspects, Section 5 (6h) of the articles of association of the Company remains unaffected.

c) Reduction of the Authorized Capital 2021-III

- i. The Authorized Capital 2021-III contained in Section 5 (6a) of the Company's articles of association will be reduced from € 315,000.00 to € 41,552.00.

- ii. Section 5 (6a) sentence 1 of the Company's articles of association shall be amended as follows:

*"The Management Board is authorized, with the consent of the Supervisory Board, until May 18, 2026 (inclusive) to increase the Company's share capital against cash and/or non-cash contributions once or several times by a total of up to € 41,552.00 by issuing up to 41,552 new no-par value bearer shares (Authorized Capital 2021-III)."*

In all other aspects, Section 5 (6a) of the articles of association of the Company remains unaffected.

## 9. Resolution on the approval of the Remuneration Report 2022

Pursuant to Section 162 (1) sentence 1 AktG, the Management Board and the Supervisory Board of a listed company shall annually prepare a clear and comprehensible report on the remuneration awarded and due to each individual or former member of the Management Board and the Supervisory Board in the last financial year. Pursuant to Section 120a (4) AktG, the general meeting of a listed company shall resolve on the approval of the remuneration report. Management Board and Supervisory Board therefore submit to the Annual General Meeting the following remuneration report of MorphoSys AG for the 2022 financial year, prepared in accordance with Section 162 AktG and audited by the Company's auditor pursuant to Section 162 (3) AktG, for which also an audit report has been issued, and propose that the remuneration report of MorphoSys AG for the 2021 financial year, prepared and audited in accordance with Section 162 AktG, be approved.

# Remuneration Report 2022

The following Remuneration Report provides an explanation and a clear and comprehensible presentation of the remuneration individually awarded and due to the current and former members of the Management Board and the Supervisory Board of MorphoSys AG (“the Company”) in the 2022 financial year.

Beyond the requirements of Section 162 (3) sentence 1 and 2 of the German Stock Corporation Act (Aktiengesetz, “AktG”), the Management Board and the Supervisory Board decided to have the Remuneration Report audited not only formally but also materially by the appointed auditor. The audit opinion is attached to the Remuneration Report 2022. The Remuneration Report will be submitted to the Annual General Meeting on May 17, 2023, for approval.

The masculine form is used in this Remuneration Report for convenience purposes only, and refers equally to all genders.

## A. Review of the 2022 Financial Year

### I. Economic Environment in the 2022 Financial Year

In the 2022 financial year, MorphoSys AG and its employees were dedicated to accomplishing the Company’s set goals and priorities. This included the Company’s continued focus on the U.S. sales of Monjuvi® in the 2022 financial year. Given the increasingly competitive environment, Monjuvi posted slower sales growth in the 2022 financial year. Most importantly, MorphoSys AG made important strides in advancing the development of its clinical stage pipeline. Recruitment for three Phase 3 trials in myelofibrosis, DLBCL in first-line treatment, and FL/MZL made solid progress during 2022, and the latest clinical data for pelabresib, tafasitamab and tulumimmetostat (CPI-0209) were presented at various scientific conferences. A strategic deal was achieved in June with the conclusion of participation and license agreements with Human Immunology Biosciences, Inc. (HI-Bio) for felzartamab and MOR210. Under the terms of the agreements, HI-Bio received exclusive rights to develop and commercialize felzartamab and MOR210 in all indications worldwide, with the exception of Greater China for felzartamab and Greater China and South Korea for MOR210. In addition, a global licensing agreement with Novartis for the research, development and commercialization of a preclinical program with inhibitors for a new cancer target molecule was also concluded. Thus, from the Company’s perspective, important intermediate milestones have been achieved towards becoming a leader in the fields of hematology and oncology and positioning the Company to create long-term sustainable value.

The remuneration of the members of the Management Board of MorphoSys AG shall appropriately reward the performance of the Management Board members and decrease significantly if targets are not achieved (“Pay for Performance”). For this reason, the success and milestones achieved in the 2022 financial year were also reflected in the Management Board members’ variable remuneration

For further detailed information on the business environment during the 2022 financial year, please refer to the MorphoSys AG Annual Report.

### II. Resolution on the Remuneration Report for the 2021 Financial Year

For the 2021 financial year, a remuneration report was prepared for the first time in accordance with Section 162 of the German Stock Corporation Act (AktG) and was, beyond the requirements of Section 162 (3) sentence 1 AktG, audited also materially. The remuneration report for the 2021 financial year was approved by the 2022 Annual General Meeting with a majority of over 83%. Given the high approval rate of the remuneration report for the 2021 financial year, there was no reason to change the method of reporting.

### III. Remuneration System for the Members of the Management Board

The Supervisory Board of the Company submitted a remuneration system for the members of the Management Board to the Annual General Meeting of the Company on May 19, 2021, for resolution (the “Remuneration System 2021”). The Remuneration System 2021 did not apply to any of the members of the Management Board in the 2022 financial year. The Company’s Supervisory Board also submitted a revised remuneration system for resolution to the Company’s Annual General Meeting on May 18, 2022 (the “Remuneration System 2022”). The Annual General Meeting 2022 approved the Remuneration System 2022 with a majority of 86.95%. In the 2022 financial year, the Remuneration System 2022 applied to the newly concluded service agreement (effective July 1, 2022) of Management Board member Malte Peters, M.D., who left the Management Board during the reporting period. It also applied to the newly concluded service agreement (effective September 1, 2022) of the Chief Executive Officer, Jean-Paul Kress, M.D. No

remuneration system applied to the service agreement of the member of the Management Board Sung Lee in the 2022 financial year, as his service agreement was concluded at the beginning of the 2021 financial year and therefore prior to the Remuneration System 2021 and Remuneration System 2022 becoming effective. To the extent that the Remuneration System 2022 applied to the service agreements of Malte Peters, M.D., and Jean-Paul Kress, M.D., there were no deviations from the Remuneration System 2022 within the meaning of Section 162 (1) no. 5 AktG.

The Remuneration System 2022 is published on the Company's website at [www.morphosys.com/en/investors/corporate-governance](http://www.morphosys.com/en/investors/corporate-governance). The main elements of the Remuneration System 2022 are summarized in this remuneration report.

#### **IV. Remuneration System for Members of the Supervisory Board**

The remuneration system resolved for the members of the Company's Supervisory Board by the Annual General Meeting of the Company on May 19, 2021, continued to apply unlimited in the 2022 financial year. The remuneration system for the members of the Supervisory Board is published on the Company's website at [www.morphosys.com/en/investors/corporate-governance](http://www.morphosys.com/en/investors/corporate-governance).

#### **V. Changes in the Composition of the Management Board and Supervisory Board**

In the 2022 financial year, the following changes occurred in the composition of the Management Board: Malte Peters, M.D., and Jean-Paul Kress, M.D., were reappointed as members of the Management Board effective July 1, 2022, and September 1, 2022, respectively. Further, with effect as of the end of September 30, 2022, Malte Peters, M.D., resigned from his position as member of the Management Board and Chief Research and Development Officer of the Company. He was released from his Company duties for the remaining term of his service agreement until the end of December 31, 2022.

On December 20, 2022, the Company announced that the Management Board member Sung Lee will resign from his position as a member of the Management Board with effect from the end of March 17, 2023.

The following changes in the composition of the Supervisory Board occurred in the 2022 financial year:

The term of office of the Supervisory Board member Wendy Johnson ended with effect as of the end of the Annual General Meeting on May 18, 2022. Andrew Cheng, M.D., Ph.D. was elected to the Supervisory Board as her successor.

## **B. Remuneration of the Members of the Management Board of MorphoSys AG**

### **I. Remuneration System 2022**

#### **1. Overview**

The Remuneration System 2022 consists of fixed remuneration components (annual base salary, market-standard fringe benefits and pension contributions), an annual bonus (short-term incentive (STI)) and a performance-related, long-term variable remuneration (long-term incentive, (LTI)) in the form of a Performance Share Unit Program ("PSUP").

The annual bonus depends on the achievement of a financial and a commercial target (each weighted at 25%), as well as on a development and business development and licensing (BD&L) target (weighted between 30% and 40%) and a research and BD&L target (weighted between 10% and 20%). The payout amount is capped at 160% of the annual base salary for the CEO and at 140% for all other Management Board members.

The long-term variable remuneration is granted in the form of performance share units under a performance share unit program. The performance share units will be settled after a four-year waiting period at the discretion of the Supervisory Board either in cash, treasury shares, or a combination of both. The payout amount depends on the achievement of a performance target linked to MorphoSys AG's share price performance, defined as the relative share price performance of MorphoSys AG's share price versus the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index, as well as on the achievement of a strategic development milestone and an ESG target during the four-year waiting period. The payout amount is capped at 250% of the original (individual) grant amount.

## 2. Target Total Remuneration

When determining the target total remuneration, the Supervisory Board ensures that the remuneration is commensurate with the tasks and performance of the respective Management Board member and the Company's situation. The Supervisory Board also ensures that the remuneration is appropriate and in line with market practices. For this purpose, the Supervisory Board first compares the remuneration of the members of the Management Board of MorphoSys AG to the remuneration of management board members of comparable companies (horizontal comparison), generally taking a group of comparable European<sup>1</sup> and American<sup>2</sup> healthcare companies in addition to a group of German healthcare companies<sup>3</sup>. The Supervisory Board also conducts a comparison of the average remuneration of the first two management levels below the Company's Management Board (vertical comparison).

The target total remuneration for all Management Board members is as follows:

The annual base salary corresponds to a share of approximately 17% to 30% of the target total remuneration. Short-term variable remuneration (annual bonus, STI) corresponds to approximately 15% to 20% of the target total remuneration, while long-term variable remuneration (LTI) corresponds to approximately 40% to 65% of the target total remuneration. Fringe benefits are granted in the average amount of approximately 3% to 9% of the target total remuneration, while the share of pension expenses is approximately 4% to 7% of the target total remuneration.

## 3. Caps and Maximum Remuneration

Both the annual bonus and the Performance Share Unit Program provide for maximum payout limits and were further designed in a manner that allows for a payout to fall to zero.

In accordance with Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has further defined a maximum remuneration for the members of the Management Board. The maximum remuneration includes all fixed remuneration components, including fringe benefits and pension contributions, as well as the variable remuneration. In this regard, it is not decisive when the respective remuneration component is paid out, but for which financial year it has been granted. The maximum remuneration for the Chief Executive Officer for a financial year is € 9,000,000, and for each of the other members of the Management Board, it is € 3,700,000. The maximum remuneration does not represent the remuneration level targeted or deemed appropriate by the Supervisory Board but merely an absolute maximum limit that can be reached, if at all, if the targets were fully achieved and there was an increase in the MorphoSys AG share price. The maximum remuneration for a member of the Management Board may increase in exceptional cases in the year of appointment or in the second year after appointment, provided that the respective Management Board member has been granted remuneration payments, for example, as compensation for payments from a previous service agreement lost due to the acceptance of the new position at MorphoSys AG. In this case, the maximum remuneration may increase by up to 25% for the financial year in which the compensation payment is granted.

The Remuneration System 2022 is available on the Company's website at [www.morphosys.com/de/investoren/corporate-governance](http://www.morphosys.com/de/investoren/corporate-governance).

<sup>1</sup> Abcam plc; ADC Therapeutics SA; Alkermes plc; Almirall S.A.; Amarin Corporation plc; argenx SE; CureVac N.V.; Dechra Pharmaceuticals plc; Galapagos N.V.; Jazz Pharmaceuticals plc; and Orion Oyi; QIAGEN N.V.; Swedish Orphan Biovitrum AB (publ);

<sup>2</sup> Agios Pharmaceuticals, Inc.; Alnylam Pharmaceuticals, Inc.; Amicus Therapeutics, Inc.; Biohaven Pharmaceutical Holding Company Ltd.; bluebird bio, Inc.; Denali Therapeutics Inc.; FibroGen, Inc.; Insmed, Inc.; Ligand Pharmaceuticals, Inc.; Sage Therapeutics, Inc.; Sarepta Therapeutics, Inc.; and Xencor, Inc.;

<sup>3</sup> Carl Zeiss Meditec AG; CompuGroup Medical SE & Co KGaA; CureVac SE; Drägerwerk AG & Co. KGaA; Eckert- und Ziegler Strahlen- und Medizintechnik AG; Evotec SE; QIAGEN N.V.; Sartorius AG; Siemens Healthineers AG; Strattec SE; and SYNLAB AG.

<b>Fixed remuneration</b>	<b>Base salary</b>	Annual fixed salary	
	<b>Pension benefits</b>	<ul style="list-style-type: none"> <li>• Individual retirement contribution: Monthly contribution of 10% of the annual base salary</li> <li>• Monthly contribution to a pension plan</li> </ul>	
	<b>Fringe benefits</b>	Company Car, allowance for health, social, accident and occupational disability insurance policies, and reimbursement for tax advice and double housing, as well as other expense allowances	
<b>Performance related remuneration</b>	<b>Annual Bonus (STI)</b>	Structure	Annual Bonus payment depending on the achievement of financial and non-financial targets
		Performance targets	Composition of one financial target (25%), one commercial target (25%), one development and BD&L-target (30% - 40%) and one research and BD&L-target (10% - 20%)
		Cap	Payout cap at 160% of the annual base salary (CEO) / 140% of the annual base salary (OBM)
	<b>LTI</b>	Structure	Share-based remuneration component consisting of performance share units with waiting period of four years, which will generally be settled by cash
		Performance targets	<ul style="list-style-type: none"> <li>• Relative share price performance</li> <li>• Development milestones target</li> <li>• ESG-target</li> </ul>
		Cap	Payout cap at 250% of the initial grant amount
<b>Further provisions</b>	<b>Maximum remuneration</b>	Maximum remuneration for one financial year of € 9.000.000 (CEO) / € 3.700.000 (OBM)	
	<b>Malus and clawback</b>	Right of the Supervisory Board to retain or reclaim variable remuneration in particular in case of breach of internal conduct policies of statutory duties by a member of the Management Board	
	<b>Severance cap</b>	Severance payments shall not exceed twice the annual remuneration and shall not constitute remuneration for more than the remaining term of the service agreement	
	<b>Change of control</b>	Termination right in case of (i) a change of control and (ii) a material reduction of the Management Board member's responsibilities	

## II. Remuneration of the Management Board in the 2022 Financial Year

### 1. Overview of the Main Remuneration Components

In the 2022 financial year, the remuneration of the Management Board members consisted of a fixed, non-performance-related remuneration, the annual base salary, market-standard fringe benefits and pension contributions, a short-term variable, performance-related remuneration, the annual bonus, and a long-term, share-based variable remuneration.

The level of remuneration of Management Board members depends to a large extent on the area of responsibility of the respective Management Board member, the member's individual performance, the performance of the Management Board as a whole, as well as on the economic and financial success of MorphoSys AG. The intention is to provide an incentive for long-term and sustainable corporate governance, while at the same time linking the interests of the Management Board members with those of the Company's shareholders.

Even if the Remuneration System 2022 did only partially apply to the service agreements of the Management Board members in the 2022 financial year, particular care was taken to comply with the key principles of the Remuneration System 2022 when granting variable remuneration to the Management Board members for the 2022 financial year.

### 2. Non-Performance-Related Remuneration Components

#### Base Salary

The members of the Management Board receive a contractually agreed fixed base salary, which is paid out monthly. The annual base salary in the 2022 financial year for the individual members of the Management Board was as follows:

Name of Management Board member	Role	Fixed base remuneration in €
Jean-Paul Kress, M.D.*	Chief Executive Officer	796,667
Sung Lee**	Chief Financial Officer	476,587
Malte Peters, M.D.***	Chief Research and Development Officer	515,063

\* The annual base salary of Jean-Paul Kress, M.D., was increased from € 770,000 to € 850,000 with effect as of the new service agreement becoming effective on September 1, 2022.

\*\* The annual base salary of Sung Lee was increased from € 466,100 to € 487,075 with effect as of July 1, 2022.

\*\*\* The annual base salary of Malte Peters, M.D., was increased from € 504,925 to € 525,200, with effect as of the new service agreement becoming effective on July 1, 2022. Malte Peters, M.D., resigned from his position as member of the Management Board with effect as of the end of September 30, 2022, and was released from his activities for the Company for the remaining term of his service agreement until the end of December 31, 2022 under continued payment of his remuneration.

### Fringe Benefits

In addition to the fixed base salary, Management Board members receive market-standard fringe benefits, which mainly include the professional and private use of company cars, contributions to or reimbursement of costs for health, social and accident insurance, reimbursement of costs for legal advice related to the service agreement and dual residences.

In addition, in exceptional cases, a compensation payment may be granted to Management Board members when they join the Management Board of MorphoSys AG (e.g., to compensate for lost benefits from a previous service relationship). In the 2022 financial year, a sign-on bonus of € 425,000 was paid to Sung Lee.

### Company Pension Scheme

The Management Board members participate in a pension plan in the form of a provident fund. The provident fund takes out a reinsurance policy that funds the pension benefits. The Management Board members also receive an amount equal to up to 10% of their fixed annual (gross) base salary, which is intended to be used by the Management Board members for their individual retirement plans. This amount may also be invested in the provident fund pension plan. The departed member of the Management Board Malte Peters, M.D., used both the provident fund as well as an individual pension plan for this purpose (this individual component is not shown in the following table). Management Board members who also have a company pension plan as part of their deferred remuneration also receive an allowance for this Company pension plan.

	Jean-Paul Kress, M.D. Chief Executive Officer		Sung Lee Chief Financial Officer	
	2022	2021	2022	2021
	in € thousands	in € thousands	in € thousands	in € thousands
Contribution to private pension scheme	127.7	124.4	83.5	78.5
Employer subsidy for deferred compensation	0.5	—	0.5	0.4
<b>Total</b>	<b>128.2</b>	<b>124.4</b>	<b>83.9</b>	<b>79.0</b>
	Malte Peters, M.D.* Chief Research and Development Officer			
	2022	2021		
	in € thousands	in € thousands		
Contribution to private pension scheme	54.5	53.3		
Employer subsidy for deferred compensation	0.5	0.5		
<b>Total</b>	<b>54.9</b>	<b>53.8</b>		

\* Malte Peters M.D. resigned from his position as member of the Management Board with effect as of the end of September 30, 2022, and was released from his activities for the Company for the remaining term of his service agreement until the end of December 31, 2022 under continued payment of his remuneration.

### 3. Performance-Related Remuneration Components

#### Annual Bonus (Short-Term Incentive, STI)

The Management Board members receive a short-term variable remuneration in the form of an annual bonus (STI), which rewards the operational implementation of the Company’s corporate strategy to support the long-term positive development of the Company and the MorphoSys Group in the respective financial year. The amount of the annual bonus is defined by the Supervisory Board for the upcoming financial year and measured on the basis of various financial and non-financial performance criteria (“Company Goals”) that are set uniformly for all Management Board members.

At the beginning of the subsequent financial year, the Supervisory Board assesses the degree of achievement of the set targets and determines the amount of the annual bonus. The maximum payout amount is limited to 160% of the annual base salary for the Chief Executive Officer and to 140% for the other Management Board members.

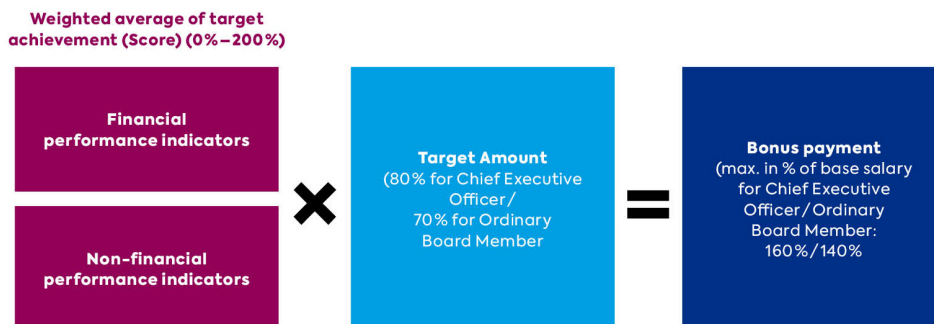
At the beginning of the subsequent financial year, the Supervisory Board assesses the degree of achievement of the set targets and determines the amount of the annual bonus. The maximum payout amount is limited to 160% of the annual base salary for the Chief Executive Officer and to 140% for the other Management Board members.

The target achievement is measured as follows:

For each Company Goal, the Supervisory Board determines the percentage of target achievement, which may range between 0% and 125%. The percentage target achievement is converted into a target achievement level (the “Score”), which lies between 0% and 200%, with the target achievement and the corresponding Score increasing linearly between the defined percentage points.

Target achievement of performance targets (0%–125%)	Corresponding Score (0%–200%)
125%	200%
112.5%	150%
100%	100%
85%	75%
70%	50%
under 70%	0%

On the basis of the so-calculated target achievement for each performance target and the relative weighting of each performance target as defined by the Supervisory Board, the Supervisory Board calculates the overall target achievement for the respective financial year as follows:



As the annual bonus 2021 was paid out to the members of the Management Board in the 2022 financial year, the annual bonus 2021 is attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2022 financial year and thus disclosed in this remuneration report. Accordingly, the amount of the annual bonus (STI) for the 2022 financial year will not be determined and paid out until the 2023 financial year and will



therefore be attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year. In order to ensure the transparent and comprehensive disclosure of the remuneration granted to Management Board members for a financial year, MorphoSys has voluntarily disclosed the annual bonus for the 2022 financial year in this remuneration report.

Annual Bonus 2021

For the 2021 financial year, the Supervisory Board has defined the following performance criteria and their weighting uniformly for all Management Board members:

	Performance criteria	Evaluation criteria	Weighting
Non-financial performance criteria	<b>TARGET 1: FULLY EXPLOIT THE POTENTIAL OF TAFASITAMAB</b>		<b>20%</b>
		<ul style="list-style-type: none"> <li>● Successful market launch in relapsed/refractory (r/r) diffuse large B-cell lymphoma (DLBCL)</li> <li>● Develop tafasitamab, strengthen its position in r/r DLBCL and advance strategy as a standard combination therapy</li> <li>● Safeguard the tafasitamab supplier network through additional contract manufacturers and scheduled technology transfer</li> </ul>	
	<b>TARGET 2: EXPAND THE PIPELINE FOR SUSTAINABLE GROWTH</b>		<b>20%</b>
		<ul style="list-style-type: none"> <li>● Evaluate and execute on business development and licensing opportunities and/or merger and acquisition targets</li> <li>● Internally drive forward innovation and achieve a balanced pipeline</li> </ul>	
	<b>TARGET 3: DEVELOPMENT OF FELZARTAMAB IN THE FIELD OF AUTOIMMUNE DISEASES</b>		<b>20%</b>
		<ul style="list-style-type: none"> <li>● Achieve proof-of-concept in the main indication of antibody-mediated membranous nephropathy (MN) in the M-PLACE study and make interdisciplinary progress as planned with the felzartamab program</li> </ul>	
Financial performance criteria	<b>TARGET 4: MEET FINANCIAL TARGETS AND BUILD A COMPELLING GLOBAL BUSINESS MODEL</b>		<b>20%</b>
		<ul style="list-style-type: none"> <li>● Manage financial performance within forecast published in March 2021</li> <li>● Continue to drive organizational transformation and implement concrete initiatives related to corporate culture (ESPRIT), efficiency (LEAN) and automation (DIGITALIZATION)</li> </ul>	

The 2021 financial year was a transformative year for MorphoSys AG. Through the acquisition of Constellation Pharmaceuticals, Inc., MorphoSys AG expanded its clinical pipeline in the areas of hematology and oncology. The financing agreement with Royalty Pharma provided the funds to finance the acquisition and growth strategy. The Company executed the commercialization of Monjuvi despite difficulties related to the COVID-19 pandemic, particularly in the first half of 2021. The integration of Constellation Pharmaceuticals, Inc. into the MorphoSys Group also occurred in the 2021 financial year. In addition, tafasitamab received approval in Europe under the name Minjuvi. Despite the impact of the COVID-19 pandemic on healthcare systems worldwide, MorphoSys AG was able to ensure the continuity of all clinical programs and meet or exceed all clinical development targets.

After the end of the 2021 financial year, the target achievement for the annual bonus was as follows:

Performance criteria	Evaluation	Weighting	Target achievement
<b>TARGET 1: FULLY EXPLOIT THE POTENTIAL OF TAFASITAMAB</b>	Progress on strategic launch objectives of tafasitamab in the U.S. Overall sales below target at 85%. Earlier EU approval in August 2021 compared to scheduled fourth quarter 2021. FrontMIND development program advanced according to plan. Secured additional Contract Manufacturing Organizations and significant reduction of Cost of Goods.	35.0%	107.8%
<b>TARGET 2: EXPAND THE PIPELINE FOR SUSTAINABLE GROWTH</b>	Acquisition of Constellation Pharmaceuticals, Inc. and financing deal with Royalty Pharma. Closing and integration completed in less than six months.	30.0%	125.0%
<b>TARGET 3: DEVELOPMENT OF FELZARTAMAB IN THE FIELD OF AUTOIMMUNE DISEASES</b>	Progressed three clinical trials in parallel despite COVID-19 pandemic, completed enrollment and achieved Proof-of-Concept (PoC) in the main indication of antibody-mediated membranous nephropathy (MN) in the M-PLACE study	15.0%	110.0%
<b>TARGET 4: MEET FINANCIAL TARGETS AND BUILD A COMPELLING GLOBAL BUSINESS MODEL</b>	Delivered on financial guidance, including OPEX targets for the year. Continued organizational transformation with successful digitalization and cultural programs.	20.0%	125.0%

Taking into account the defined weighting for the individual performance targets, the overall target achievement level (Score) amounted to 167.2% which resulted in the following payout amounts:

in € thousands	Target amount (100% target achievement)	Maximum payout (160% of base salary)	Maximum payout (140% of base salary)	Total target achievement (Score)	STI payout
Jean-Paul Kress, M.D.	616.0	1,232.0	—	167,2	1,030.0
Sung Lee*	298.1	—	596.2	167,2	498.4
Malte Peters, M.D.	353.4	—	706.9	167,2	591.0
Roland Wandeler, Ph.D.**, ***	330.4	—	660.8	167,2	560.6

\* The annual bonus for Sung Lee in the 2021 financial year was granted on a pro rata basis from February 2, 2021, the date on which he became a member of the Management Board.

\*\* Based on an average conversion range of € 1.00 = US\$ 1.1827.

\*\*\* Roland Wandeler, Ph.D., resigned as Management Board member and Chief Operating Officer of the company effective at the end of December 31, 2021 and is thus entitled to a bonus payment for the entire 2021 financial year.

The 2021 annual bonus was paid to the members of the Management Board in February 2022 and is therefore attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2022 financial year.

In the course of the payout of the annual bonus 2022 to the members of the Management Board which is voluntarily disclosed below in this remuneration report, the following correction was made to the annual bonus 2021: The annual bonus 2021 was paid out to the Management Board members in February 2022 based on preliminary financial figures. On March 10, 2022, a one-time, non-cash impairment charge was announced based on the Company's decision to consolidate all research activities on the most advanced programs following the acquisition of Constellation Pharmaceuticals and to centralize all laboratory activities at the German research site in Planegg. This impacted the achievement of target 4 of the annual bonus 2021. As already outlined in the Remuneration Report 2021, the impact of this effect will be taken into account in the payment of the annual bonus 2022. Against this background, the target achievement for the annual bonus 2021 and the resulting payout amount will be adjusted as follows:

Given that the underlying decision to consolidate the research and development functions took place in the fourth quarter of 2021, the impact of this decision on operating costs (OPEX), and therefore on the target achievement for the annual bonus 2021, is taken into account only in the fourth quarter as part of the target achievement for the annual bonus 2021. In assessing the adjusted target achievement, the Supervisory Board also took into consideration that the impairment loss was a one-time and non-cash impairment charge. The achievement of the OPEX target is therefore assessed as 125% for the first through the third quarter and 0% for the fourth quarter, resulting in an OPEX target (sub-goal of target 4 with a weighting of 50%) achievement of 93.75% and a corresponding overall target achievement for target 4 of 109.38%. The impact on the year-end valuation of the OPEX target for 2021 is -12.5% of the STI payout value for 2021. The corresponding payout amounts will be deducted from the STI payout for 2022.

## Annual Bonus 2022

For the 2022 financial year, the Supervisory Board has defined the following performance criteria for the annual bonus and their weighting uniformly for all Management Board members:

Performance criteria	Evaluation criteria	Weighting
<b>TARGET 1: COMMERCIAL TARGET</b>	● Achieve Monjuvi U.S. net product sales as communicated in Company's financial guidance	<b>25%</b>
<b>TARGET 2: FINANCIAL TARGET</b>	● Manage operating expenses within budget as communicated in Company's financial guidance	<b>25%</b>
<b>TARGET 3: DEVELOPMENT &amp; BD&amp;L-TARGET</b>	● Advance clinical development of phase 3 programs: <ul style="list-style-type: none"> <li>•Pelabresib - Accelerate recruitment of MANIFEST-2: Achieve enrollment of 50%</li> <li>•Pelabresib - Complete recruitment of MF patients in MANIFEST-1: 100%</li> <li>•Tafasitamab - Achieve frontMIND enrollment of 75%</li> <li>•Tafasitamab - Achieve First Patient First Visit for MINDway study</li> </ul>	<b>30%</b>
<b>TARGET 4: RESEARCH &amp; BD&amp;L-TARGET</b>	● Execute at least one partnership for early or mid-stage MorphoSys program while advancing the pipeline	<b>20%</b>

From the perspective of the Company, the 2022 financial year was a very successful and formative year for MorphoSys AG. The clinical development of Phase 3 programs continued successfully in 2022 and patient recruitment for the key clinical studies, MANIFEST-2 and FrontMIND, was accelerated. Against this background, the Management Board announced in early January 2023, that the first data from the ongoing Phase 3 MANIFEST-2 trial - which was originally expected in the first half of the 2024 financial year - is expected to be already available in early 2024. Monjuvi sales grew year-over-year despite the increasing competition, but the results did not meet the 2022 target. The out-licensing of products in earlier stages of development and collaborations the Company entered into with HI-Bio, Pfizer and Novartis helped to streamline the product pipeline, reduce costs and provide cash. The significant cost reduction efforts resulted in the Company achieving operating expenses below the financial guidance published at the beginning of the year.

In the 2022 financial year, the target achievement for the annual bonus was as follows:

Performance criteria	Evaluation	Weighting	Target achievement
<b>TARGET 1: COMMERCIAL TARGET</b>	● Achieve Monjuvi U.S. net product sales as communicated in Company's financial guidance	<b>25%</b>	<b>77.7%</b>
<b>TARGET 2: FINANCIAL TARGET</b>	● Manage operating expenses within budget as communicated in Company's financial guidance	<b>25%</b>	<b>125%</b>
<b>TARGET 3: DEVELOPMENT &amp; BD&amp;L- TARGET</b>	● Advance clinical development of phase 3 programs: <ul style="list-style-type: none"> <li>•Pelabresib - Accelerate recruitment of MANIFEST-2: Achieve enrollment of 50%</li> <li>•Pelabresib - Complete recruitment of MF patients in MANIFEST-1: 100%</li> <li>•Tafasitamab - Achieve frontMIND enrollment of 75%</li> <li>•Tafasitamab - Achieve First Patient First Visit for MINDway study</li> </ul>	<b>30%</b>	<b>120%</b>
<b>TARGET 4: RESEARCH &amp; BD&amp;L-TARGET</b>	● Execute at least one partnership for early or mid-stage MorphoSys program while advancing the pipeline	<b>20%</b>	<b>125%</b>

On the basis of the conversion table shown above, the target achievement of the individual performance criteria are converted into a respective target achievement level (Score). Taking into account the defined weighting of the individual performance criteria, the resulting overall target achievement amounts to 159.71%. The Company's decision to consolidate all research activities following the acquisition of Constellation Pharmaceuticals in the fourth quarter of 2021 and to reflect this in the operating expenses (OPEX) for that quarter led to a subsequent correction of the annual bonus 2021: the actual target achievement (Score) with regard to the calculation of the annual bonus 2021 was reduced from 167.2% by 12.5% to 154.7%. This difference will be accounted for by a corresponding correction in the payment amounts of the annual bonus 2022 in March 2023. Taking into account the corrected target achievement for

the annual bonus 2021, the following payment amounts were calculated for the annual bonus 2022 on the basis of a preliminary target evaluation:

in € thousands	Target amount based on 100% target achievement (Score)	Maximum payout (160% of annual base salary)	Maximum payout (140% of annual base salary)	Total target achievement (Score)*	STI payout	Correction STI payout 2021	Final STI payout*
Jean-Paul Kress, M.D.	637.3	1,274.7	—	159.71%	1,017.9	(77.0)	940.9
Sung Lee	333.6	—	667.2	159.71%	532.8	(37.3)	495.5
Malte Peters, M.D.**	360.5	—	721.1	159.71%	575.8	(44.2)	531.6

\*This is an overall degree of target achievement (score) or a deferred amount based on a prefinal target evaluation.

\*\*Malte Peters M.D. resigned from his position as member of the Management Board with effect as of the end of September 30, 2022, and was released from his activities for the Company for the remaining term of his service agreement until the end of December 31, 2022 under continued payment of his remuneration.

The annual bonus 2022 will be paid out to the Management Board members in March 2023 and is therefore attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year. For reasons of transparency and better comprehensibility, the annual bonus 2022 is however voluntarily disclosed in this remuneration report.

### Outlook for the Annual Bonus 2023

For the 2023 financial year, the Supervisory Board has defined the following performance targets and their weighting for the annual bonus:

Performance criteria	Evaluation criteria	Weighting
<b>TARGET 1: COMMERCIAL TARGET</b>	● Achieve Monjuvi U.S. net product sales as communicated in the company's financial guidance	25%
<b>TARGET 2: FINANCIAL TARGET</b>	● Manage operating expenses within budget as communicated in the company's financial guidance	25%
<b>TARGET 3: DEVELOPMENT &amp; BD&amp;L-TARGET</b>	● Advance Pelabresib clinical program: <ul style="list-style-type: none"> <li>• Complete recruitment of MANIFEST-2 by Q2 2023</li> <li>• Explore additional indications</li> </ul>	40%
<b>TARGET 4: RESEARCH &amp; BD&amp;L-TARGET</b>	● Advance further research and development programs: <ul style="list-style-type: none"> <li>• Tafasitamab – complete recruitment of frontMIND by Q2 2023</li> <li>• Evaluate strategic options for Tulumimetostat and discovery programs and execute accordingly</li> </ul>	10%

### Long-Term Incentive (LTI)

The members of the Management Board also receive a long-term variable remuneration in the form of the participation in the Company's various long-term remuneration programs. These are various share-based programs whose payout is subject to a waiting period of four years. This provides an incentive to the respective Management Board members to contribute to the long-term sustainable development of the Company, while linking the interests of the Management Board members to those of the shareholders.

In the 2022 financial year, the stock options granted in the 2018 financial year under the Stock Option Program 2018 and the performance shares granted under the Performance Share Plan 2018 became exercisable. The relevant performance criteria under both the Stock Option Program 2018 and the Performance Share Plan 2018 were the absolute and relative share price performance of MorphoSys AG. In addition, performance share units were granted to the Management Board members in the 2022 financial year under the Performance Share Unit Program 2022.

The inflow from the Stock Option Program 2018 and the Performance Share Plan 2018 in the 2022 financial year is allocated to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2022 financial year. Until their payout, the performance share units are subject to a waiting period of four years and the achievement of the performance targets of the absolute and relative share price performance of MorphoSys AG as well as an ESG target. The payout of the final number of performance share units granted to the members of the Management Board in the 2022 financial year will occur after the end of the waiting period and will therefore only be disclosed in the remuneration report for the 2026 financial year.

### Settlement of the Stock Option Program 2018

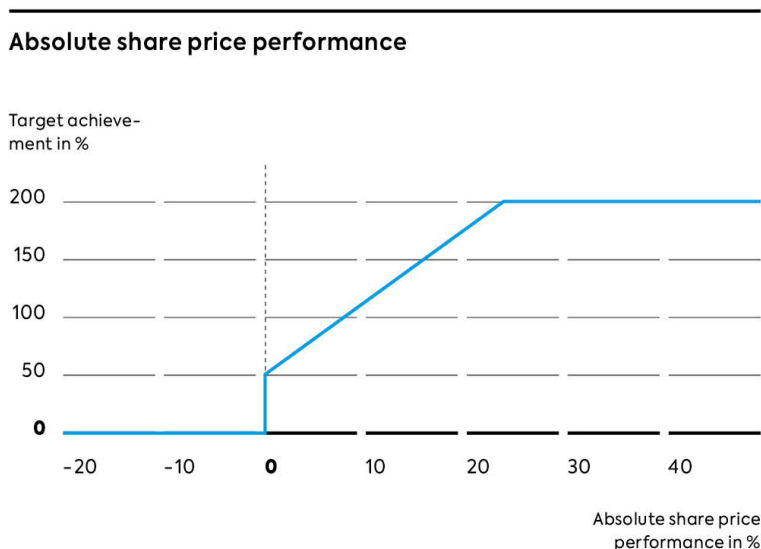
In the 2022 financial year, stock options granted under the Stock Option Plan 2018 for the 2018 financial year to the members of the Management Board – at that time Simon Moroney, Ph.D., Jens Holstein and Markus Enzelberger, Ph.D., – as well as to the Management Board member Malte Peters, M.D., who left the Company in the 2022 financial year, became exercisable for a duration of three years following both the approval of the Company's consolidated annual financial statements for the financial year immediately prior to the expiry of the waiting period as well as the expiry of the waiting period.

The performance targets for the Stock Option Plan 2018 were defined as the absolute share price performance of the share of MorphoSys AG and the relative share price performance of the share of MorphoSys AG compared to a benchmark index, consisting in equal parts of the NASDAQ Biotechnology Index and the TecDAX Index. Each performance target was weighted with 50% within the overall target achievement.

To determine the degree of target achievement for each performance target, the waiting period was divided into four equal periods of one year each. The arithmetic mean of the target achievement of each of the annual periods determines the percentage target achievement for each performance target. The percentage target achievements for each of the two performance targets were then added up and divided by two. The result forms the overall target achievement, which determines the final number of exercisable stock options, whereby, depending on the degree of target achievement, one stock option grants subscription rights for up to two shares of the Company.

#### Absolute Share Price Performance

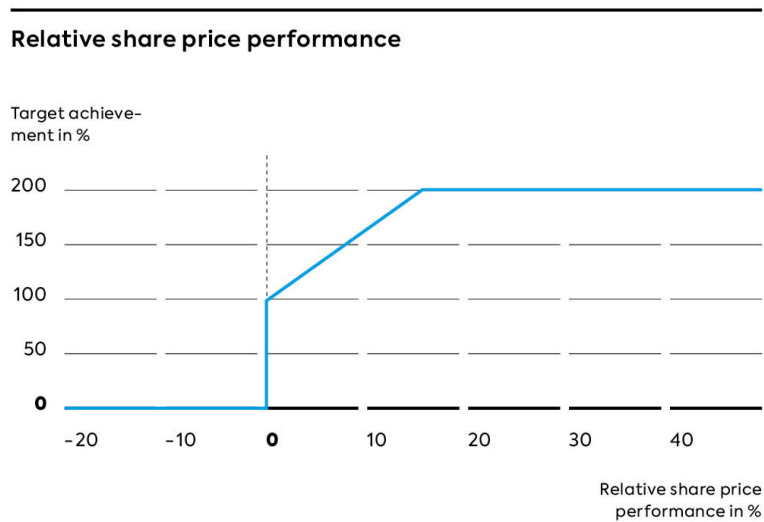
The absolute share price performance of the share of MorphoSys AG during an annual period is measured by comparing the average closing price of MorphoSys AG's shares in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning and prior to the end of the respective annual period. If the share price decreases during the respective annual period, the degree of the absolute share price performance target achievement is 0%. If the share price performance of the share of MorphoSys AG is 0%, the performance target achievement is 50%. Thereafter, the performance target achievement increases linearly. If the MorphoSys AG share price increases by 8% during an annual period, the performance target achievement is 100%. If the share price increases by 16% during an annual period, the performance target achievement is 150%. If the share price increases by 24%, the performance target achievement is 200%. Any further increase in the performance target achievement is not possible (cap).



#### Relative Share Price Performance

To determine the performance target of relative share price performance, the performance of the MorphoSys share price is compared with and set into relation to the development of the NASDAQ Biotech Index and the TecDAX Index (collectively the "Benchmark Index") during each annual period. The Benchmark Index consists of the NASDAQ Biotech Index and the TecDAX Index, each weighted at 50%, i.e., the percentage share price performance of each index is added up and divided by two. The relevant MorphoSys share price is the average closing price of MorphoSys shares in

Xetra trading during the last 30 trading days on the Frankfurt Stock Exchange prior to the beginning and the end of the respective annual period. The relevant price of the NASDAQ Biotech Index and the TecDAX Index is the average closing price of the NASDAQ Biotech Index and the TecDAX Index on the NASDAQ Stock Exchange and Frankfurt Stock Exchange, respectively, during the last 30 trading days prior to the beginning and the end of the respective annual period. If the MorphoSys share price decreases compared to the Benchmark Index during an annual period, the degree of performance target achievement of the relative share price performance is 0%. If the MorphoSys share price performance is 0% compared to the Benchmark Index, the performance target achievement is 100%. Thereafter, the performance target achievement increases linearly. If the MorphoSys share price increases by 8% compared to the Benchmark Index, the performance target achievement is 150%, if it increases by 16% compared to the Benchmark Index, the performance target is 200%. Any further increase in the performance target achievement is not possible (cap).



The performance target achievement during the waiting period was as follows:

	Average price in € at the beginning of the annual period*	Average price in € at the end of the annual period*	Share price development	Target achievement after the end of the waiting period
<b>Absolute share price performance**</b>				
<b>MorphoSys AG</b>				<b>+48.50%</b>
First annual period	81.04	87.86	+8.42%	
Second annual period	87.86	93.66	+6.61%	
Third annual period	93.66	81.02	(13.49)%	
Fourth annual period	81.02	23.84	(70.58)%	
<b>Relative share price performance***</b>				
<b>MorphoSys AG</b>				<b>+71.25%</b>
First annual period	81.04	87.86	+8.42%	
Second annual period	87.86	93.66	+6.61%	
Third annual period	93.66	81.02	(13.49)%	
Fourth annual period	81.02	23.84	(70.58)%	
<b>TecDAX Index</b>				
First annual period	2,606.23	2,644.62	+1.47%	
Second annual period	2,644.62	2,689.41	+1.69%	
Third annual period	2,689.41	3,368.42	+25.25%	
Fourth annual period	3,368.42	3,183.70	(5.48)%	
<b>NASDAQ Biotechnology Index</b>				
First annual period	3,462.77	3,509.60	+1.35%	
Second annual period	3,509.60	3,458.14	(1.47)%	
Third annual period	3,458.14	4,853.42	+40.35%	
Fourth annual period	4,853.42	4,015.03	(17.27)%	
<b>Overall target achievement</b>				<b>+60.00%</b>

\* Average price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning or end of the respective annual period (data source: Bloomberg).

\*\* The target achievement for the absolute share price performance on the basis of the above values amounted during the respective annual periods as follows: +103,00 % during the first annual period, +91,00 % during the second annual period, +0,00 % during the third annual period and +0,00 % during the fourth annual period.

\*\*\* The target achievement for the relative share price performance on the basis of the above values amounted during the respective annual periods as follows: +144,00 % during the first annual period, +141,00 % during the second annual period, +0,00 % during the third annual period and +0,00 % during the fourth annual period.

The following is the final number of exercisable stock options based on the overall degree of target achievement of 60% (original number of stock options multiplied by the overall degree of target achievement of 60%):

Management Board member	Exercise price (in €)	Original number of stock options	Final number of stock options	Quantitative Change
Malte Peters, M.D.	81.04	6,476	3,886	(2,590)
Simon Moroney, Ph.D.	81.04	9,884	5,931	(3,953)
Jens Holstein	81.04	6,476	3,886	(2,590)
Markus Enzelberger, Ph.D.	81.04	6,476	3,886	(2,590)

In the 2022 financial year, neither Malte Peters, M.D., nor any former members of the Management Board who were granted stock options under the Stock Option Plan 2018 exercised these stock options. The current Management Board members did not belong to the Company's Management Board at the time the stock options were issued under the Stock Option Plan 2018. As a result, no stock options became exercisable for these Management Board members in the 2022 financial year.

**Settlement of the Performance Share Plan 2018**

In the 2022 financial year, performance shares granted under the Performance Share Plan 2018 for the 2018 financial year to the members of the Management Board – at that time Simon Moroney, Ph.D., Jens Holstein and Markus Enzelberger, Ph.D., – as well as to the Management Board member Malte Peters, M.D., who left the Company in the 2022 financial year, were also exercisable for a period of six months following the end of the waiting period in April 2022.

The performance targets for the Performance Share Plan 2018 were defined as the absolute MorphoSys share price performance and the relative MorphoSys share price performance compared to a benchmark index, consisting in equal parts of the NASDAQ Biotechnology Index and the TecDAX Index. Each performance target had a weighting of 50% for the overall degree of target achievement.

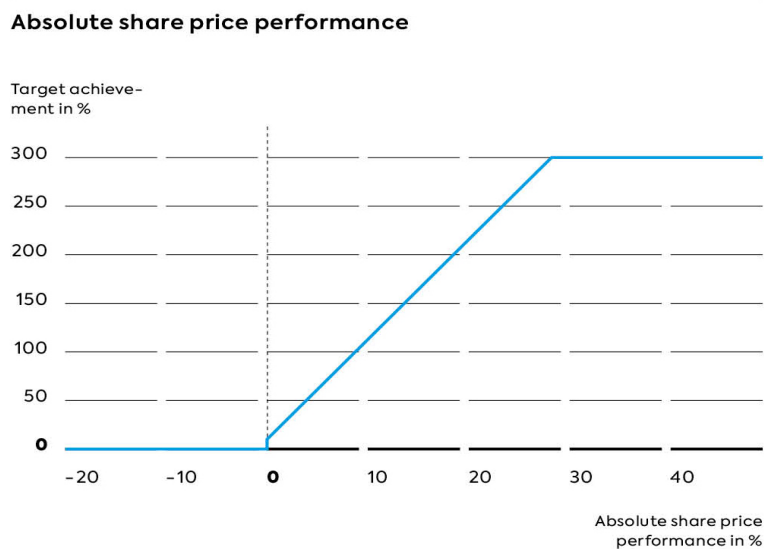
To determine the degree of the performance target achievement for each performance target, the waiting period was divided into four equal periods of one year each. The arithmetic mean of the target achievement of each of the annual periods determines the percentage performance target achievement for each performance target. The percentage performance target achievements for each of the two performance targets were then added together and divided by two. The result is the overall degree of performance target achievement, which determines the number of performance shares that can be exercised. Depending on the performance target achievement, one performance share entitles the beneficiarie to the subscription of up to two shares in the Company.

The number of exercisable performance shares is then multiplied by a company factor between 0 and 2 as determined by the Supervisory Board. For the Performance Share Plan 2018, the Supervisory Board set the company factor at 1.

After the expiry of the waiting period, the Company will settle the exercisable performance shares at its discretion in cash or in treasury shares.

*Absolute Share Price Performance*

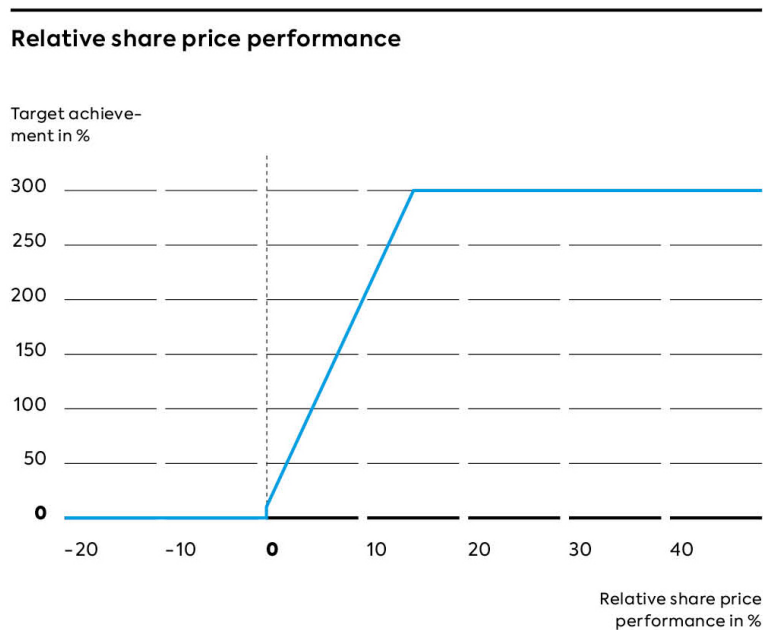
The absolute MorphoSys AG’s share price performance during an annual period is measured by comparing the average closing prices of MorphoSys AG’s shares in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days before the beginning and before the end of the respective annual period. If the share price decreases during an annual period, the degree of performance target achievement of the absolute share price performance target is 0%. If the MorphoSys share price increases by 0% to less than 1% during an annual period, the performance target achievement of the absolute share price performance target for that annual period is 10%. For each full percentage hurdle that the share price development during an annual period meets or exceeds, the performance target achievement increases by another 10%. If the share price increases 29% in the respective annual period, the performance target achievement is 300%. Any further increase of the performance target achievement is not possible (cap).





*Relative Share Price Performance*

For the relative performance target, for each annual period, the MorphoSys share price at the beginning of the annual period is compared to the performance of the NASDAQ Biotech Index and the TecDAX Index (collectively the “Benchmark Index”) and the respective values are put into relation. The Benchmark Index consists of the NASDAQ Biotech Index and the TecDAX Index, each weighted at 50%, i.e., the percentage share price performance of each index is added up and divided by two. The relevant MorphoSys share price is the average closing price of the MorphoSys shares in Xetra trading during the last 30 trading days on the Frankfurt Stock Exchange prior to the beginning and the end of the respective annual period. The relevant closing price of the NASDAQ Biotech Index and the TecDAX Index is the average closing price of the NASDAQ Biotech Index and the TecDAX Index on the NASDAQ Stock Exchange and Frankfurt Stock Exchange, respectively, during the last 30 trading days prior to the beginning and the end of the respective annual period. If during an annual period the share price declines compared to the Benchmark Index, the achievement of the performance target is 0%. If the MorphoSys share price increases by 0% to less than 0.5 % compared to the Benchmark Index, the performance target achievement of the relative share price performance target for the respective annual period is 10%. For each half-percentage hurdle that the share price development during an annual period meets or exceeds, the performance target achievement increases by another 10%. If the MorphoSys share price increases 14.5% during an annual period compared to the Benchmark Index, the performance target achievement is 300%. Any further increase in the MorphoSys share price compared to the Benchmark Index does not result in a further increase of the performance target achievement (cap).



The following performance targets were achieved during the waiting period:

	Average price in € at the beginning of the annual period*	Average price in € at the end of the annual period*	Share price development (in %)	Target achievement after the end of the waiting period (in %)
<b>Absolute share price performance**</b>				
<b>MorphoSys AG</b>				<b>+40.00%</b>
First annual period	81.04	87.86	+8.42%	
Second annual period	87.86	93.66	+6.61%	
Third annual period	93.66	81.02	(13.49)%	
Fourth annual period	81.02	23.84	(70.58)%	
<b>Relative share price performance***</b>				
<b>MorphoSys AG</b>				<b>+70.00%</b>
First annual period	81.04	87.86	+8.42%	
Second annual period	87.86	93.66	+6.61%	
Third annual period	93.66	81.02	(13.49)%	
Fourth annual period	81.02	23.84	(70.58)%	
<b>TecDAX Index</b>				
First annual period	2,606.23	2,644.62	+1.47%	
Second annual period	2,644.62	2,689.41	+1.69%	
Third annual period	2,689.41	3,368.42	+25.25%	
Fourth annual period	3,368.42	3,183.70	(5.48)%	
<b>NASDAQ Biotechnology Index</b>				
First annual period	3,462.77	3,509.60	+1.35%	
Second annual period	3,509.60	3,458.14	(1.47)%	
Third annual period	3,458.14	4,853.42	+40.35%	
Fourth annual period	4,853.42	4,015.03	(17.27)%	
<b>Overall target achievement</b>				<b>+55.00%</b>

\* Average price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning or end of the respective annual period (data source: Bloomberg).

\*\* The target achievement for the absolute share price performance on the basis of the above values amounted during the respective annual periods as follows: +90.00% during the first annual period, +70.00% during the second annual period, +0.00% during the third annual period and +0.00% during the fourth annual period.

\*\*\* The target achievement for the relative share price performance on the basis of the above values amounted during the respective annual periods as follows: +150.00% during the first annual period, +130.00% during the second annual period, +0.00% during the third annual period and +0.00% during the fourth annual period.

For the Management Board members who left the Company prematurely – Simon Moroney, Ph.D., Jens Holstein and Markus Enzelberger, Ph.D., – the overall degree of target achievement was determined on the basis of the annual periods completed until their departure. In the case of Malte Peters, M.D., as a result of his departure only after the expiry of the waiting period, the relevant target achievement level is the overall performance target achievement level of 55%.

The following final numbers of exercisable performance shares were calculated based on the individual degrees of performance target achievement (original number of performance shares multiplied by the individual target achievement levels):

Management Board member	Original number of performance shares	Target achievement	Final number of performance shares	Quantitative change
Malte Peters, M.D.	1,945	55.00%	1,070	(875)
Simon Moroney, Ph.D.	2,969	120.00%	3,563	594
Jens Holstein	1,945	110.00%	2,140	195
Markus Enzelberger, Ph.D.	1,945	120.00%	2,334	389

Malte Peters, M.D., who left the Management Board in the 2022 financial year, as well as all former members of the Management Board who were granted performance shares under the Performance Share Plan 2018, exercised the performance shares granted to them within the mandatory six-month exercise period following the expiry of the

waiting period from April 20, 2022, to October 19, 2022. The performance shares were settled in treasury shares. The current members of the Management Board were not yet members of the Company's Management Board at the time the performance shares were issued under the Performance Share Plan 2018, with the consequence that no performance shares became exercisable for these members under this plan in the 2022 financial year.

#### Performance Share Unit Program 2022

In the 2022 financial year, the members of the Management Board were granted a total of 242,104 performance share units under the Company's Performance Share Unit Program 2022, which will be settled at the Company's discretion in cash, by transfer of Company treasury shares, or a combination of both, after the expiry of the four-year waiting period and subject to the achievement of the defined performance criteria.

The following table lists the performance share units granted to Management Board members in the 2022 financial year. Malte Peters, M.D., was entitled only to the performance share units (PSUs) granted to him on a pro rata basis in the amount shown below as a result of his premature departure from the Company.

Management Board member	Allocation amount (in € thousands)	Allocation price (in €)	Number of allocated PSUs	Maximum number of final PSUs
Jean-Paul Kress, M.D.	3,000.0	19.00	157,894	315,788
Sung Lee*	800.0	19.00	42,105	84,210
Malte Peters, M.D.**	100.0	19.00	5,263	10,526

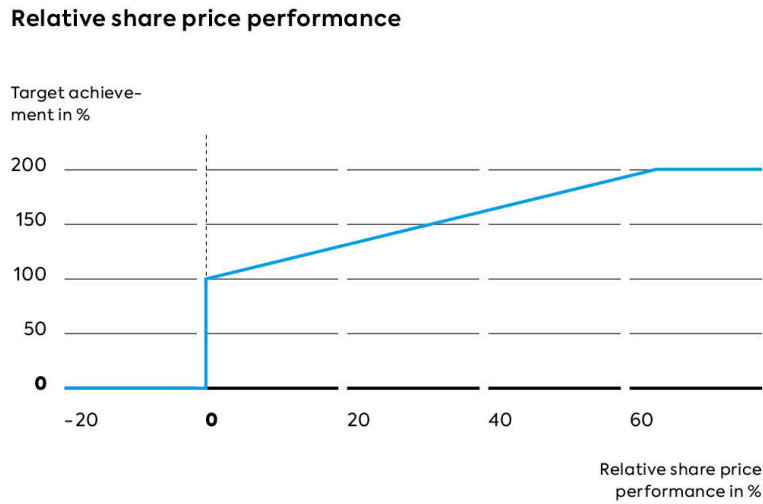
\* Sung Lee has announced on December 20, 2022 that he will leave the Company effective March 17, 2023. The PSU 2022 will be granted to him in full, subject to the fulfilment of all other plan conditions.

\*\* Malte Peters, M.D., left the company with effect from the end of December 31, 2022. The PSU 2022 was granted to him pro rata temporis until the termination date.

The performance targets for the Performance Share Unit Program 2022 as defined by the Supervisory Board are the relative performance of the MorphoSys share price compared to the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index as well as an ESG target, the performance of the employee engagement within the MorphoSys Group compared to a benchmark set by the Supervisory Board. Performance milestones have been defined as a further performance target, the achievement of which depends on the number of regulatory approvals received. For the overall target achievement after the end of the waiting period, the relative share price performance target is weighted at 40% and the ESG target at 20%. The performance milestones are also weighted at 40%.

#### Relative Share Price Performance

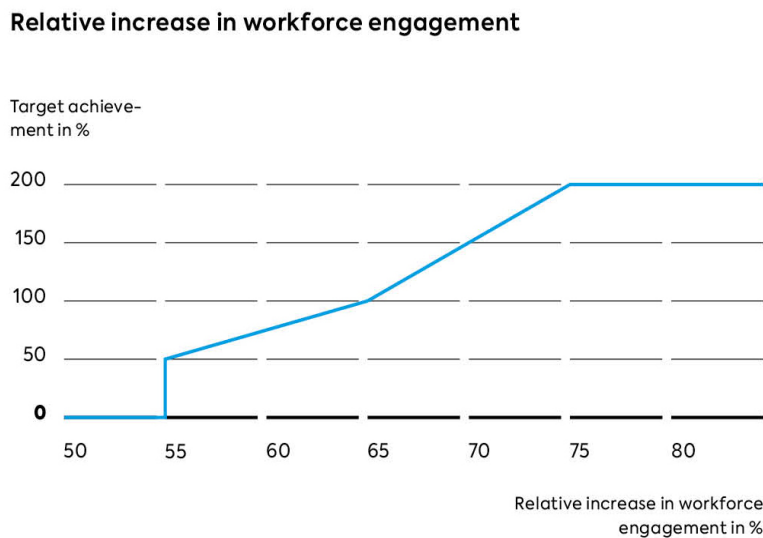
The relative performance of the MorphoSys AG share is measured by comparing the performance of the MorphoSys AG share price during the waiting period with the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index as the benchmark index. The relevant MorphoSys AG share price is the average closing price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning of the four-year waiting period and during the three months prior to the end of the four-year waiting period. The relevant share price of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index is its average closing price during the 30 trading days prior to the beginning of the four-year waiting period and during the three months prior to the end of the four-year waiting period. If the share price decreases compared to the benchmark index during the four-year waiting period, the degree of achievement of the relative share price performance target is 0%. If the MorphoSys AG share price performance is 0% compared to the benchmark index, the performance target achievement is 100%. If the MorphoSys AG share price increases by 32% compared to the benchmark index, the performance target achievement is 150%. If the share price of MorphoSys AG increases by 64% compared to the benchmark index, the performance target achievement is 200%. Any further increase in the performance target achievement is not possible (cap). Between the percentage points, the share price development and the corresponding performance target achievement increase linearly. Within the overall performance target achievement, the relative share price performance is weighted at 40%.



*Development of the Workforce Engagement within the MorphoSys Group*

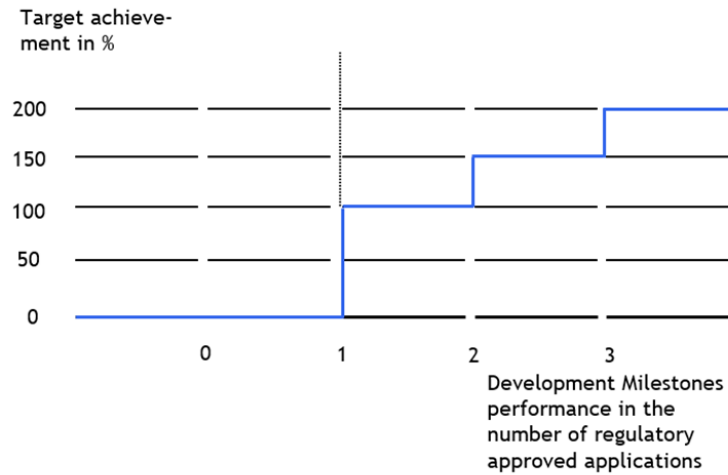
In addition to the performance target relative share price performance, the Supervisory Board has also defined the development of the workforce engagement within the MorphoSys Group during the waiting period as a non-financial (ESG) target. This target has a weighting of 20% within the overall degree of target achievement. The target achievement is evaluated as follows:

For the workforce engagement performance target, the workforce engagement at the MorphoSys Group at the end of the four-year waiting period is compared to a benchmark of 55% set by the Supervisory Board. If the workforce engagement at the end of the waiting period is below 55%, the target achievement for the workforce engagement is 0%. If the workforce engagement at the end of the waiting period is 55%, the target achievement for the workforce engagement is 50%. If the workforce engagement at the end of the waiting period is 65%, the target achievement for the workforce engagement is 100%. If the workforce engagement at the end of the waiting period is 75%, the target achievement for the workforce engagement is 200%. Any further increase in the degree of the performance target achievement is not possible (cap). Between the percentage points, the target achievement increases linearly.



*Development Milestones*

The performance target of development milestones is based on the number of regulatory approvals of one or more NDAs/BLAs and/or SBLAs submitted by the Company in the U.S. If no application is approved, the target achievement for the development milestones performance target is 0%. If one application is approved, the target achievement for this performance target is 100%. Two approved applications correspond to a target achievement of 150%. Three approved applications correspond to a target achievement of 200%. Any further increase in the degree of performance target achievement is not possible (cap). The performance target of the development milestones is weighted at 40% within the overall target achievement.



The overall target achievement of the Performance Share Unit Program 2022, as well as the resulting final number of performance share units and the payout amount, will be disclosed in the remuneration report for the 2026 financial year.

**4. Further Remuneration Provisions**

**Compliance with the Maximum Remuneration**

For the Management Board member Sung Lee, the maximum remuneration did not apply in the reporting period. For the Chief Executive Officer, Jean-Paul Kress, M.D., and for the Management Board member Malte Peters, M.D., who left the Management Board in the reporting period, the maximum remuneration set out in the Remuneration System 2022 applied pro rata from the dates on which the new service agreements became effective, i.e., September 1, 2022, and July 1, 2022, respectively.

As the inflow from the Performance Share Unit Program allocated in the 2022 financial year can only be determined after the end of the four-year waiting period, i.e., in the 2026 financial year, compliance with the maximum remuneration for the 2022 financial year can be conclusively reported only as part of the remuneration report for the 2026 financial year.

**Malus and Clawback Provisions**

The new service agreement of the Chief Executive Officer, Jean-Paul Kress, M.D., and the service agreement of the member of the Management Board Sung Lee contain malus and clawback provisions entitling the Company to withhold or reclaim variable remuneration, particularly in the event of compliance violations or breaches of statutory obligations. Furthermore, the new service agreement of the member of the Management Board Malte Peters, M.D., who left the Company in the 2022 financial year, also provided for malus and clawback provisions. Malus and clawback provisions are further included in all Performance Share Unit Programs since 2021. The Company had no reason to make use of this option in the 2022 financial year

**Benefits upon Termination of the Service Agreements**

**Severance Provisions**

The service agreements of the Management Board members contain severance payment provisions that comply with the requirements of the German Corporate Governance Code. In the event of the premature termination of a Management Board member's service agreement, payments made by the Company to the Management Board member, including fringe benefits, shall not exceed the value of two years' remuneration (severance cap) and shall

compensate no more than the remaining term of the service agreement. If the service agreement is terminated for good cause for which the Management Board member is responsible, no payments will be made to the Management Board member. The severance cap is calculated on the basis of the total remuneration for the previous full financial year and, where appropriate, is also based on the expected total remuneration for the current financial year.

Malte Peters, M.D. was released from his duties as a member of the Management Board until the end of December 31, 2022, with continued payment of his remuneration. Furthermore, all stock options, performance shares and performance share units granted to him (with the exception of the performance share units granted to him under the Performance Share Unit Program 2022, which were granted to him only on a pro rata basis until his departure) vested in full.

From the time of his resignation from his position as member of the Management Board with effect as of the end of March 17, 2023, Sung Lee will be released from his duties as a member of the Management Board until the end of March 31, 2023, with continued payment of his remuneration. In addition, all performance share units allocated to him became fully vested.

#### **Change of Control**

In the event of a change of control, the service agreements and plan conditions of the long-term variable remuneration programs provide for the following regulations:

In accordance with the Remuneration System 2022, in the event of a change of control and in the event that his area of responsibility is significantly reduced within one year following the occurrence of the change of control, the Chief Executive Officer, Jean-Paul Kress, M.D., has the right to resign from his position as a member of the Management Board within three months of the reduction in his area of responsibility, by providing three months' notice to the end of a calendar month. The service agreement will also end at the same time. In this case, Jean-Paul Kress, M.D., would be entitled to a severance payment in the amount of the annual base remuneration and the annual bonus until the regular expiry of his service agreement, not exceeding the value of two years' remuneration and compensating no more than the remaining term of the service agreement. Furthermore, a severance payment would also be made if the service agreement of the Chief Executive Officer is terminated prematurely on the occasion of the change of control. The member of the Management Board Malte Peters, M.D., who left the Company in the reporting period, was entitled to the same terms.

In the event of a change of control, the service agreement of the further member of the Management Board, Sung Lee, provides for the right to resign from his office as a member of the Management Board within three months after the occurrence of a change of control, by providing three months' notice to the end of a calendar month, with the service agreement also ending at the time the resignation takes effect. In the event of resignation, Sung Lee would be entitled in this case to a severance payment equal to his fixed annual base salary and the annual bonus up to the regular expiry of the service agreement, but not more than the value of two years' remuneration.

In the event of a change of control in connection with a voluntary public takeover offer, the terms and conditions of the Performance Share Unit Program 2022 provide for a right of the Management Board and the Company, respectively, to cancel all performance share units in return for a compensation payment, with the remuneration payment corresponding to the amount of the offer price of the takeover offer.

In addition, in the event of a change of control, all stock options, performance share units and performance shares granted will vest with immediate effect and may be exercised upon expiry of the applicable waiting periods.

#### **Non-Compete Clause**

The service agreement of the Chief Executive Officer, Jean-Paul Kress, M.D., as well as the service agreement of the member of the Management Board, Sung Lee, provide for a non-compete clause for a period of six months after their departure. In return, MorphoSys AG will make a compensation payment in the amount of 100% of the annual base salary after termination of the service agreement for the duration of the non-competition clause. However, the Company has waived the non-competition clause agreed with Sung Lee. The service agreement of the former Management Board member Malte Peters, M.D., entered into with effect as of July 1, 2022, did not contain a non-competition clause.

### **5. Individual Disclosure of Management Board Remuneration for the 2022 Financial Year** **Target Remuneration of the Current Management Board Members for the 2022 Financial Year**

The following table shows the respective target total remuneration for Management Board members for the 2022 financial year. This includes the target total remuneration defined for the 2022 financial year, which will be granted in

the case of a 100% target achievement. The target total remuneration is based on the assumption of continued service of all members of the Management Board throughout the entire 2022 financial year.

		Jean-Paul Kress, M.D. Chief Executive Officer				Sung Lee Chief Financial Officer			
		2022		2021		2022		2021	
		in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	in % of total
<b>Fixed remuneration</b>	Base compensation	796.7	17.1%	770.0	22.9%	476.6	22.2%	466.1	22.2%
	Fringe benefits	211.6	4.6%	170.0	5.1%	536.0	25.0%	104.7	5.0%
	Private provision	—	—%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>1,008.2</b>	<b>21.7%</b>	<b>940.0</b>	<b>27.9%</b>	<b>1,012.6</b>	<b>47.2%</b>	<b>570.8</b>	<b>27.2%</b>
<b>Variable remuneration</b>	<b>Short-term incentive (STI)</b>								
	Bonus	637.3	13.7%	616.0	18.3%	333.6	15.5%	326.3	15.6%
	<b>Long-term incentive (LTI)</b>								
	PSUP	3,000.0	64.6%	1,808.0	53.7%	800.0	37.3%	1,201.0	57.2%
	SOP	—	—%	—	—%	—	—%	—	—%
	<b>Total</b>	<b>3,637.3</b>	<b>78.3%</b>	<b>2,424.0</b>	<b>72.1%</b>	<b>1,133.6</b>	<b>52.8%</b>	<b>1,527.3</b>	<b>72.8%</b>
<b>Total target remuneration</b>	<b>4,645.6</b>	<b>100.0%</b>	<b>3,364.0</b>	<b>100.0%</b>	<b>2,146.2</b>	<b>100.0%</b>	<b>2,098.1</b>	<b>100.0%</b>	

		Malte Peters, M.D.* Chief Research and Development Officer			
		2022		2021	
		in € thou- sands	share of total	in € thou- sands	share of total
<b>Fixed remuneration</b>	Base compensation	515.1	47.3%	504.9	31.2%
	Fringe benefits	81.0	7.4%	36.1	2.2%
	Private provision	33.0	3.0%	33.0	2.0%
	<b>Total</b>	<b>629.1</b>	<b>57.7%</b>	<b>574.0</b>	<b>35.4%</b>
<b>Variable remuneration</b>	<b>Short-term incentive (STI)</b>				
	Bonus	360.5	33.1%	353.4	21.8%
	<b>Long-term incentive (LTI)</b>				
	PSUP	100.0	9.2%	692.5	42.7%
	SOP	—	—%	—	—%
	<b>Total</b>	<b>460.5</b>	<b>42.3%</b>	<b>1,045.9</b>	<b>64.6%</b>
<b>Total target remuneration</b>	<b>1,089.6</b>	<b>100.0%</b>	<b>1,619.9</b>	<b>100.0%</b>	

\*Malte Peters M.D. resigned from his position as member of the Management Board with effect as of September 30, 2022, and was released from his activities for the Company for the remaining term of his service agreement until December 31, 2022.

**Remuneration Awarded and Due to Current Management Board Members in the 2022 Financial Year Pursuant to Section 162 AktG**

The following tables present the fixed and variable remuneration components awarded and due within the meaning of Section 162 (1) sentence 1 AktG to the current Management Board members in the 2021 and 2022 financial years. The tables include all remuneration amounts actually received by the individual Management Board members in these financial years (“awarded”) and all remuneration amounts legally due but not yet received (“due”).

The amount of the annual bonus (STI) for the 2022 financial year will be determined and paid out during the 2023 financial year and will therefore be included in the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year. In contrast, the remuneration awarded and due pursuant to Section 162 (1) sentence 1 AktG in the 2022 financial year also includes the annual bonus for the 2021 financial year, which was paid out in February 2022.

Furthermore, the stock options and performance shares granted in the 2018 financial year vested in the 2022 financial year. The value (in €) of the change in quantity of the stock options, i.e., the difference between the final and the originally granted number of stock options, is thereby attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2022 financial year, based on the fair value of the stock options at the time they were granted in the 2018 financial year. Furthermore, the value of the MorphoSys shares transferred to fulfill the performance shares exercisable and exercised in the 2022 financial year shall be attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2022 financial year, based on the share price of the MorphoSys AG share at the time of exercise.

In addition to the remuneration amounts, the relative proportion of all fixed and variable remuneration components in total remuneration is also disclosed in accordance with Section 162 (1) sentence 2 no. 1 AktG. These relative proportions relate to the remuneration components awarded and due within the meaning of Section 162 (1) sentence 2 no. 1 AktG in the respective financial year.



		Jean-Paul Kress, M.D. Chief Executive Officer				Sung Lee Chief Financial Officer			
		2022		2021		2022		2022	
		in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total
<b>Fixed remuneration</b>	Base compensation	796.7	15.9%	770.0	39.8%	476.6	20.33%	425.9	87.2%
	Fringe benefits*	211.6	4.2%	170.0	8.8%	535.1	22.82%	62.8	12.8%
	Private provision	—%	—%	—	—%	—	—	—	—%
	<b>Total</b>	<b>1,008.2</b>	<b>20.1%</b>	<b>940.0</b>	<b>48.6%</b>	<b>1,011.6</b>	<b>43.15%</b>	<b>488.6</b>	<b>100.0%</b>
<b>Variable remuneration</b>	<b>Short-term incentive (STI)</b>								
	Bonus	1,017.9	20.3%	995.3	51.4%	532.8	22.73%	—	—%
	<b>Long-term incentive (LTI)</b>								
	PSUP	3,000.0	59.7%	—	—%	800.0	34.12%	—	—%
	SOP	—	—	—	—%	—	—	—	—%
	PSP (close-out value)	—	—	—	—%	—	—	—	—%
	SOP (close-out value)***	—	—	—	—%	—	—	—	—%
	<b>Total</b>	<b>4,017.9</b>	<b>79.9%</b>	<b>995.3</b>	<b>51.4%</b>	<b>1,332.8</b>	<b>56.85%</b>	<b>—</b>	<b>—%</b>
<b>Others</b>	Severance payment	—	—%	—	—%	—	—%	—	—%
<b>Total remuneration as defined by Section 162 AktG</b>		<b>5,026.1</b>	<b>100.0%</b>	<b>1,935.3</b>	<b>100.0%</b>	<b>2,344.5</b>	<b>100.0%</b>	<b>488.6</b>	<b>100.0%</b>

		Malte Peters, M.D.** Chief Research and Development Officer			
		2022		2021	
		in € thou- sands	share of total	in € thou- sands	share of total
<b>Fixed remuneration</b>	Base compensation	515.1	41.5%	504.9	34.1%
	Fringe benefits*	81.0	6.5%	36.1	2.4%
	private provision	33.0	2.7%	33.0	2.2%
	<b>Total</b>	<b>629.1</b>	<b>50.7%</b>	<b>574.0</b>	<b>38.7%</b>
<b>Variable remuneration</b>	<b>Short-term incentive (STI)</b>				
	Bonus	575.8	46.4%	578.6	39.0%
	<b>Long-term incentive (LTI)</b>				
	PSUP	100.0	8.1%	—	—%
	SOP	0.0	—%	—	—%
	PSP (close-out value)	20.4	1.6%	312.1	21.1%
	SOP (close-out value)***	(84.0)	(6.8)%	17.6	1.2%
<b>Total</b>	<b>612.2</b>	<b>49.3%</b>	<b>908.3</b>	<b>61.3%</b>	
<b>Others</b>	Severance payment	0.0	—%	0.0	—%
<b>Total remuneration as defined by Section 162 AktG</b>		<b>1,241.3</b>	<b>100.0%</b>	<b>1,482.3</b>	<b>100.0%</b>

\*In addition to the fringe benefits mentioned here, contributions were also made to the pension scheme. For details see table Company pension plan. A sign-on bonus of € 425 thousand was paid to Sung Lee.

\*\*Malte Peters, M.D., resigned from his position as member of the Management Board with effect as of the end of September 30, 2022, and was released from his activities for the Company for the remaining term of his service agreement until the end of December 31, 2022. For the corresponding period, Malte Peters M.D. received a base salary of €131.3 thousand, fringe benefits of €9.1 thousand, contributions towards private provisions of €8.3 thousand as well as a bonus of €146.8 thousand.

\*\*\*The Board member Malte Peters, M.D., was granted 6,476 stock options (initial number of stock options) under the SOP 2018 at a fair value of € 32.45. At the end of the 4-year term and based on a target achievement of 60%, the final number was 3,886 stock options. The specified value represents the quantitative development of the stock options since the stock options have not yet been exercised.

### Remuneration Awarded and Due to Former Management Board Members in the 2022 Financial Year Pursuant to Section 162 AktG

The following table shows the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG to former Management Board members in the 2022 financial year. In accordance with Section 162 (5) AktG, personal details are omitted for former Management Board members if they left the Management Board prior to December 31, 2012.

		<b>Roland Wandeler Ph.D. (until 12/31/2021)</b>		<b>Simon Moroney Ph.D. (until 8/31/2019)</b>		<b>Jens Holstein (until 11/13/2020)</b>		<b>Markus Enzelberger, Ph.D. (until 2/29/2020)</b>		<b>Marlies Sproll, Ph.D.* (until 10/31/2017)</b>		<b>Arndt Schottelius M.D. Ph.D. (until 2/15/2017)</b>		
		in €		in €		in €		in €		in €		In €		
		thou- sands	share of total	thou- sands	share of total	thou- sands	share of total	thou- sands	share of total	thou- sands	share of total	thou- sands	share of total	
Fixed and variable remuneration	Bonus	629.7	41.6%	—	—%	—	—%	—	—%	—	—%	—	—%	
	Other	883.4	58.4%	—	—%	—	—%	—	—%	—	—%	—	—%	
	LTI	PSP	—	—%	65.5	(104.2)%	49.9	(146.0)%	41.5	(97.8)%	—	—%	—	—%
		SOP**	—	—%	(128.3)	204.2%	(84.0)	197.8%	(84.0)	197.8%	—	—%	—	—%
	Sub Total	1,513	100.0%	(62.8)	100.0%	(34.2)	100.0%	(42.5)	100.0%	—	—%	—	—%	
	<b>Total</b>	<b>1,513.1</b>	<b>100.0%</b>	<b>(62.8)</b>	<b>100.0%</b>	<b>(34.2)</b>	<b>100.0%</b>	<b>(42.5)</b>	<b>100.0%</b>	<b>—</b>	<b>—%</b>	<b>—</b>	<b>—%</b>	

\*The position as Management Board member of Marlies Sproll, Ph.D., was suspended during the period 04/15/2017 to 10/31/2017.

\*\*Former CEO Simon Moroney, Ph.D., was granted 9,884 stock options (initial number of stock options) under the SOP 2018 at a fair value of € 32.45. At the end of a 4-year term and based on a target achievement of 60%, the final number was 5,931 stock options. The former Board members Dr. Markus Enzelberger and Jens Holstein were each granted 6,476 stock options (initial number of stock options) under the SOP 2018 at a fair value of € 32.45. At the end of a 4-year term and based on a target achievement of 60%, the final number for each of them was 3,886 stock options. The specified values represent the quantitative true-up since the stock options have not yet been exercised.

## C. Remuneration of the Members of the Supervisory Board

The Company's Annual General Meeting on May 19, 2021 adopted a remuneration system for the Supervisory Board.

In addition to reimbursement of their expenses, Supervisory Board members receive an annual fixed base remuneration amounting to € 98,210.00 for the chair of the Supervisory Board, € 58,926.00 for the deputy chair, and € 39,284.00 for all other members of the Supervisory Board.

In addition, the chair of the Supervisory Board receives € 4,000.00 for each Supervisory Board meeting chaired, and the other Supervisory Board members receive € 2,000.00 for each Supervisory Board meeting attended. For committee work, the chair of the Audit Committee receives € 18,000.00, the chair of another committee receives € 12,000.00, and the other committee members each receive € 6,000.00. Committee members also receive € 1,200.00 for each committee meeting attended. Depending on the domicile of the Supervisory Board member and the location of the Supervisory Board meeting, a lump-sum expense allowance of € 2,000.00 may be paid in addition.

In the 2022 financial year, the members of the Supervisory Board received a total of € 582,930.

The fixed annual base remuneration and the remuneration for work on committees are due and payable to Supervisory Board members in equal quarterly installments. Attendance fees and expense allowances for participation in Supervisory Board meetings are due and payable at the end of each calendar quarter in which the respective meetings took place.

		Base compensation		Committee compensation		Attendance fee		Total remuneration
		in € thousands	share of total	in € thousands	share of total	in € thousands	share of total	in € thousands
Marc Cluzel, M.D., Ph.D.	<b>2022</b>	98.2	65.7 %	6.0	4.0 %	45.2	30.3 %	149.4
	<b>2021</b>	98.2	59.5 %	6.0	3.6 %	60.8	36.8 %	165.0
George Golumbeski, Ph.D.	<b>2022</b>	58.9	58.8 %	12.0	12.0 %	29.2	29.2 %	100.1
	<b>2021</b>	58.9	57.7 %	12.0	11.8 %	31.2	30.6 %	102.1
Krisja Vermeylen	<b>2022</b>	39.3	44.0 %	18.0	20.2 %	32.0	35.8 %	89.3
	<b>2021</b>	39.3	39.7 %	18.0	18.2 %	41.6	42.1 %	98.9
Michael Brosnan	<b>2022</b>	39.3	43.0 %	18.0	19.7 %	34.0	37.3 %	91.3
	<b>2021</b>	39.3	44.1 %	18.0	20.2 %	31.8	35.7 %	89.1
Sharon Curran	<b>2022</b>	39.3	54.2 %	6.0	8.3 %	27.2	37.5 %	72.5
	<b>2021</b>	39.3	52.6 %	6.0	8.0 %	29.4	39.4 %	74.7
Andrew Cheng, M.D., Ph.D. (since May 2022)	<b>2022</b>	24.5	60.3 %	3.7	9.2 %	12.4	30.5 %	40.6
	<b>2021</b>	—	— %	—	— %	—	— %	—
Wendy Johnson (until May 2022)	<b>2022</b>	14.8	37.2 %	4.5	11.4 %	20.4	51.4 %	39.7
	<b>2021</b>	39.3	40.9 %	12.0	12.5 %	44.8	46.6 %	96.1

## D. Comparison of Remuneration and Earnings Development

Pursuant to Section 162 (1) sentence 2 no. 2 AktG, the following table presents the earnings development of MorphoSys AG, the annual change in the remuneration of the members of the Management Board and the Supervisory Board, and the annual change in the average remuneration of the employees of MorphoSys AG on a full-time equivalent basis over the last five financial years. With regard to the financial years 2017 through 2020, the average remuneration of the Management Board and the Supervisory Board members is based on the remuneration disclosed in the remuneration report for the respective financial year, whereas for the financial years 2021 and 2022, the remuneration awarded and due pursuant to Section 162 (1) sentence 1 AktG in the respective financial year was used.

The development of earnings is presented by using the net profit/loss of MorphoSys AG for the year as performance indicator.

The average employee remuneration is calculated based on MorphoSys AG's workforce in Germany, which had an average of 438 active employees (full-time equivalents, excluding trainees) in the 2022 financial year.

The average employee remuneration includes personnel expenses for wages and salaries, fringe benefits, employer contributions to social security, any short-term variable remuneration components attributable to the financial year, as well as amounts of share-based remuneration.

The employee remuneration therefore corresponds, in principle, to remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in accordance with the remuneration of the Management Board and the Supervisory Board.

Financial year	2017	change	2018	change	2019	change	2020	change	2021	change	2022
<b>Company earnings performance (in € thousands)</b>											
Net profit/loss*	(66,272.2)	(1.1) %	(67,033.8)	(23.9)%	(83,078.5)	(30.7) %	(108,622.3)	(185.8) %	(310,482.2)	232.4%	411,013.3
<b>Average employee remuneration (in € thousands)</b>											
Average remuneration	114.3	(7.5) %	105.7	(3.3)%	102.3	10.8%	113.3	17.6%	133.2	(2.0) %	130.6
<b>Management Board remuneration (in € thousands)</b>											
Jean-Paul Kress, M.D.	—	—%	—	—%	3,567.9	(14.9) %	3,035.6	(36.2) %	1,935.3	159.7%	5,026.1
Sung Lee	—	—%	—	—%	—	—%	—	****	488.6	379.8%	2,344.5
Malte Peters, M.D.	1,518.3	4.9%	1,592.2	13.9%	1,813.2	(0.3) %	1,808.0	(16.5) %	1,510.2	(17.8) %	1,241.3
<b>Former Management Board members (in € thousands)**</b>											
Roland Wandeler, Ph.D. (until December 31, 2021)	—	—%	—	—%	—	—%	676.0	64.9%	1,115.0	35.7%	1,513.1
Simon Moroney, Ph.D. (until August 31, 2019)	1,723.6	32.3%	2,280.8	13.9%	2,596.7	(14.9) %	2,209.8	(65.2) %-	768.3	(108.2) %	(62.8)
Jens Holstein (until November 13, 2020)	1,249.3	32.5%	1,655.5	12.9%	1,869.3	83.6%	3,432.7	(2.8) %-	3,335.8	(101.0) %	(34.2)
Markus Enzelberger, Ph.D. (until February 29, 2020)	1,029.8	33.6%	1,376.1	6.2%	1,461.8	(55.7) %	647.6	(58.5) %-	268.6	(115.8) %	(42.5)
Marlies Sproll, Ph.D. (until October 31, 2017)***	728.6	(61.5) %	280.8	129.8%	645.3	107.9%	1,341.6	(83.3) %-	224.4	(100.0) %	—
Arndt Schottelius M.D., Ph.D. (until February 28, 2017)	204.0	(77.2) %	46.5	377.3%	222.1	(16.9) %	184.5	(100.0) %-	—	—%	—

\* This is a deferred amount based on assumptions made.

\*\* For Jens Holstein, a severance payment of €2,300.0 thousand is included in 2021.

\*\*\* The Management Board activities of Dr. Marlies Sproll were suspended in the period from April 15, 2017 to October 31, 2017.

\*\*\*\* The display of a change to fiscal 2020 is not possible due to the entry of Sung Lee in February 2021.

Financial year	2017	change	2018	change	2019	change	2020	change	2021	change	2022
<b>Company earnings development (in € thousands)</b>											
Net profit/loss*	(66,272.2)	(1.1)%	(67,033.8)	(23.9)%	(83,078.5)	(30.7)%	(108,622.3)	(185.8)%	(310,482.2)	232.4%	411,013.3
<b>Average employee remuneration (in € thousands)</b>											
Average remuneration	114.3	(7.5)%	105.7	(3.3)%	102.3	10.8 %	113.3	17.6 %	133.2	(2.0)%	130.6
<b>Supervisory Board remuneration (in € thousands)</b>											
Marc Cluzel, M.D., Ph.D.	79.0	38.2%	109.1	36.2%	148.6	8.1%	160.6	2.7%	165.0	(9.5)%	149.4
George Golumbeski, Ph.D.	—	—%	54.2	53.0%	82.9	16.0%	96.1	6.2%	102.1	(2.0)%	100.1
Krisja Vermeylen	45.0	65.3%	74.3	20.7%	89.7	6.7%	95.7	3.3%	98.9	(9.7)%	89.3
Michael Brosnan	—	—%	47.6	79.3%	85.3	0.5%	85.7	4.0%	89.1	2.5%	91.3
Sharon Curran	—	—%	—	—%	39.4	91.1%	75.3	(0.8)%	74.7	(2.9)%	72.5
Andrew Cheng M.D., Ph.D. (since 05/2022)	—	—%	—	—%	—	—%	—	—%	—	—%	40.6
<b>Former Supervisory Board members (in € thousands)</b>											
Dr. Gerald Möller (until 05/2018)	132.0	(63.4)%	48.4	(100.0)%	—	—%	—	—%	—	—%	—
Wendy Johnson (until 05/2022)	84.2	(0.7)%	83.6	(0.4)%	83.2	6.7%	88.8	8.2%	96.1	(58.7)%	39.7
Frank Morich, M.D. (until 04/2020)	80.4	4.7%	84.2	24.1%	104.5	(68.8)%	32.6	(100.0)%	—	—%	—
Karin Eastham (until 05/2017)	68.2	(64.6)%	24.1	(100.0)%	—	—%	—	—%	—	—%	—
Klaus Kühn (until 05/2018)	34.4	(100.0)%	0.0	—%	—	—%	—	—%	—	—%	—
Dr. Walter Blättler (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—%	—
Dr. Daniel Camus (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—%	—
Dr. Geoffrey Vernon (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—%	—

\* The improvement in results of operations in 2022 was mainly due to the reduction in other provisions to Incyte due to updated planning assumptions regarding expected net cash flows from future Monjuvi sales and the pro rata reversal of deferred income related to Royalty Pharma for otilimab and gantenerumab due to the updates published in Q4 2022 by GlaxoSmithKline and Roche, respectively.

## **E. Other Disclosures**

MorphoSys maintains directors and officers liability insurance for Management Board members. This insurance covers the personal liability risk in the event that claims are made against members of the Management Board for pecuniary loss in the course of their duties. The insurance includes a deductible for Management Board members that complies with the requirements of the German Stock Corporation Act.

## **F. Supplementary Notes**

This report is also available in German. In the event of any discrepancies, the German version shall be the authoritative version.

## **G. Auditor's Report**

To MorphoSys AG, Planegg

We have audited the remuneration report of MorphoSys AG, Planegg, for the financial year from 1 January 2022 to 31 December 2022 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

### *Responsibility of the Executive Directors and the Supervisory Board*

The executive directors and the supervisory board of MorphoSys AG are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### *Responsibility of the Auditor*

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Audit Opinion*

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1 January 2022 to 31 December 2022, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

*Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG*

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

*Restriction on use*

We issue this auditor's report on the basis of the engagement agreed with MorphoSys AG. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. Section 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Munich, 14 March 2023

**PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft**

(sgd.) Sebastian Stroner  
Wirtschaftsprüfer  
(German Public Auditor)

(sgd.) Stefano Mulas  
Wirtschaftsprüfer  
(German Public Auditor)

## **10. Resolution on amendments to the Articles of Association with regard to the authorization to hold a virtual Annual General Meeting and with regard to the virtual participation of Supervisory Board members in an Annual General Meeting**

Section 118a AktG, newly introduced by the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Other Provisions of 20 July 2022 (Federal Law Gazette of 26 July 2022, page 1166 et seq.), makes it possible to provide in the Articles of Association for the General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the General Meeting (so-called virtual General Meeting). The Articles of Association may also authorize the Management Board to provide for the holding of a virtual General Meeting. A corresponding provision in the Articles of Association must be limited in time, with a maximum period of five years from entry of the corresponding amendment to the Articles of Association in the Company's commercial register. In the opinion of the Management Board and the Supervisory Board, the virtual Annual General Meeting format as such has proven its worth over the past three years. Thus, at least the possibility of holding Annual General Meetings virtually in the future should be retained. Such an authorization of the Management Board should therefore be resolved, whereby use should not be made of the maximum possible term of five years provided for in the law. Instead, initially only an authorization to hold virtual General Meetings is to be resolved for a period of two years after registration of the amendment to the Articles of Association. For future General Meetings, it is to be decided separately in each case, taking into account the circumstances of the individual case, whether to make use of the authorization and hold a General Meeting as a virtual General Meeting. The Management Board will make its decisions taking into account the interests of the Company and its shareholders, and in doing so will pay particular attention to safeguarding shareholders' rights as well as aspects of stakeholder health protection, effort and costs, and sustainability considerations. The Management Board will also take into account the fact that there may be shareholders' meetings with items on the agenda for which the presence of shareholders and their proxies in person may be more suitable than a virtual format. If the Executive Board decides to hold a virtual General Stockholders' Meeting and further makes use of the option of shifting part of the right to ask questions to the run-up to the

meeting, it will ensure, within the framework of the legal requirements, that the right to ask questions is not unreasonably restricted either in the run-up to the meeting or at the General Stockholders' Meeting.

Apart from this, pursuant to section 18 (5) of the Articles of Association of the Company, members of the Supervisory Board who (i) are resident abroad or (ii) are prevented from attending the Annual General Meeting for professional or health reasons may participate in the Annual General Meeting by means of video and audio transmission. This option is to be extended to include the holding of a virtual General Meeting.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

- a) Authorization to hold a virtual shareholders' meeting

Section 18 of the Articles of Association of the Company shall be supplemented by the following new paragraph 6:

*"(6) The Management Board is authorized to provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the General Meeting (virtual General Meeting). The authorization shall apply to the holding of virtual General Meetings within a period of two years after entry of this provision of the Articles of Association in the commercial register of the Company."*

- b) Virtual participation of Supervisory Board members in an Annual General Meeting

Section 18 (5) of the Articles of Association of the Company shall be supplemented by a sentence 2 and reworded as follows:

*"(5) Members of the Supervisory Board who (i) are domiciled abroad or (ii) are prevented from attending the General Meeting for professional or health reasons may participate in the General Meeting by way of video and audio transmission. Members of the Supervisory Board are also permitted to participate in the Annual General Meeting by way of video and audio transmission if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the location of the Annual General Meeting."*

## II.

### **Company website and documents and information accessible there**

This invitation to the virtual General Meeting, the documents to be made available to the General Meeting and further information in connection with the General Meeting are available on the website of MorphoSys AG at [www.morphosys.com/agm](http://www.morphosys.com/agm) from the time the General Meeting is convened.

Any counter motions, election proposals and/or requests for supplements from shareholders received by MorphoSys AG and subject to publication will also be made available on the above-mentioned website. There, the determined voting results will also be published after the General Meeting.

The website also provides access to the password-protected internet service for the virtual General Meeting, which allows shareholders who have duly registered or their proxies to exercise their voting rights by electronic postal vote during the General Meeting. Via the password-protected internet service, duly registered shareholders or their proxies can participate in the General Meeting on **17 May 2023 from 2 p.m. (CEST) in full length live in picture and sound by electronic link-up.**



### III.

#### **Total number of shares and voting rights at the time of convening the General Meeting**

At the time of convening this General Meeting, the Company's share capital is divided into 34,231,943 no-par value bearer shares. Each share grants one vote. At the time of convening the General Meeting, the Company holds 65,980 treasury shares. It is not entitled to any rights from these. The total number of shares with participation and voting rights at the time of convening the General Meeting is therefore 34.165.963.

### IV.

#### **Holding of the General Meeting as a virtual General Meeting without the physical presence of the shareholders and their proxies, transmission in image and sound**

The Management Board has resolved, with the approval of the Supervisory Board, that the General Meeting pursuant to section 118a AktG in conjunction with section 26n (1) EGAktG, the General Meeting will be held as a virtual General Meeting without the physical presence of the shareholders or their proxies, with the exception of the proxies appointed by the Company.

Shareholders and their proxies (with the exception of the Company's proxies pursuant to section 118a (2) sentence 4 in conjunction with section 134 (3) sentence 5 AktG) may therefore not physically attend the General Meeting. For shareholders who have duly registered for the General Meeting, or their proxies, the entire General Meeting will be broadcast by video and audio transmission on the website of MorphoSys AG at [www.morphosys.com/agm](http://www.morphosys.com/agm) via the password-protected Internet service. Instead of the conventional admission ticket, shareholders who have duly registered for the General Meeting will be sent individual access data to the password-protected Internet service with which they or their proxies can use the password-protected Internet service accessible on the website of MorphoSys AG at [www.morphosys.com/agm](http://www.morphosys.com/agm).

### V.

#### **Password-protected Internet service for the General Meeting**

A password-protected Internet service will be available on the website of MorphoSys AG at [www.morphosys.com/agm](http://www.morphosys.com/agm) from 26 April 2023, 00:00 a.m. (CEST). Via this service, duly registered shareholders (and, if applicable, their proxies) may, among other things, follow the General Meeting in picture and sound, exercise their voting rights, grant powers of attorney, ask questions, propose motions and nominations, exercise their right to information pursuant to section 131 AktG, submit comments pursuant to Section 130a (1) to (4) AktG, exercise their right to speak or declare an objection to a resolution of the General Meeting for the record, in accordance with the procedures provided for this purpose. In order to use the password-protected internet service, they must log in using the individual access data they receive after registering and providing proof of share ownership.

The individual access data for using the password-protected Internet service at [www.morphosys.com/agm](http://www.morphosys.com/agm) will be sent after the timely registration, including receipt by the Company of proof of share ownership (see section VI. below).

The use of the password-protected Internet service by a proxy requires that the proxy receives the corresponding access data. Authorized intermediaries, shareholders' associations, proxy advisors and other persons treated as such by Section 135 (8) AktG may also use the password-protected Internet service. The Company will provide them with electronic access upon request.

When entering the virtual Annual General Meeting using the password-protected internet service during the Annual General Meeting on May 17, 2023, shareholders or their proxies will be electronically connected to the virtual Annual General Meeting. The electronic connection to the Annual General Meeting is a prerequisite for exercising shareholder rights. However, it does not enable participation in the 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.

## **VI.**

### **Requirements for attending the General Meeting and exercising shareholder rights, in particular voting rights**

Pursuant to section 17 (1) of the Company's Articles of Association, shareholders who register for the General Meeting and provide evidence of their entitlement (duly registered shareholders) are entitled to attend (electronically) the virtual General Meeting and exercise their shareholder rights, in particular their voting rights. The registration and proof of entitlement must be received by the Company no later than the end of the

**10 May 2023**  
(24:00 CEST)

at the following address, fax number or e-mail address (e.g. as a scanned file in pdf format):

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

Fax: +49 (0)89 / 889 690 633  
E-mail: [anmeldung@better-orange.de](mailto:anmeldung@better-orange.de)

Proof of share ownership in text form by the ultimate intermediary pursuant to section 67c (3) AktG shall be sufficient evidence of entitlement. The proof must refer to the beginning of the 21st day prior to the General Meeting, i.e. to the

**26 April 2023**  
(0:00 CEST (record date)),

Better Orange IR & HV AG is the company's authorized recipient for registration and proof of share ownership.

Following timely registration, including receipt by the Company of proof of share ownership, shareholders will be sent individual access data for use of the password-protected Internet service via mail. We ask shareholders to ensure that they register and send proof of their shareholding to the Company in good time.

Registered holders of American Depositary Shares (ADSs) may obtain information and documents relating to the General Meeting from The Bank of New York Mellon, P.O. Box 43006, Providence RI 02940-3078, USA or for Overnight Correspondence: BNY Mellon Shareowner Services, 150 Royall St., Suite 101, Canton, MA 02021, USA. If you have any questions, please contact BNY Mellon Shareowner Services ([shrrelations@cpushareownerservices.com](mailto:shrrelations@cpushareownerservices.com); phone: +1-201-680-6825 or toll-free from within the U.S.: +1-888-269-2377).

## VII.

### Meaning of the record date

The record date is the decisive date for the scope and exercise of participation and voting rights at the General Meeting. In relation to the Company, only persons who have provided proof of share ownership on the record date are deemed to be shareholders for the purpose of attending the General Meeting or exercising voting rights. Persons who do not yet hold any shares on the record date and only become shareholders thereafter are not entitled to attend or vote at the General Meeting unless they have been authorized or empowered to exercise their rights (see below, section X. "Authorization of a third party to exercise voting rights and other rights"). Shareholders who have duly registered and provided proof of share ownership are entitled to attend the General Meeting and exercise their voting rights even if they sell their shares after the record date. The record date does not entail any block on the salability of the shareholding. The record date is not a relevant date for any dividend entitlement.

## VIII.

### Exercise of voting rights by electronic vote

Properly registered shareholders may cast, change or revoke their votes, even without attending the General Meeting, by means of electronic communication (electronic vote) using the password-protected internet service accessible at the internet address [www.morphosys.com/agm](http://www.morphosys.com/agm) in accordance with the procedures provided for this purpose as of 26 April 2023 (00:00 hours CEST). This option of electronic postal voting will be available until the **closing of the vote** by the chairman of the virtual General Meeting on 17 May 2023. The same applies to revoking or changing votes by electronic vote.

Authorized intermediaries, shareholders' associations, proxy advisors and other persons treated as such by section 135 (8) of the AktG may also use electronic voting.

## IX.

### Exercise of voting rights by granting power of attorney and issuing instructions to proxies of the Company

The Company offers duly registered shareholders the opportunity to authorize a proxy appointed by the Company and bound by instructions. Shareholders who wish to make use of this option must register for the virtual General Meeting in due time in accordance with the above provisions.

A proxy and instruction form will be sent to these shareholders together with the access data to the password-protected Internet service accessible at the Internet address [www.morphosys.com/agm](http://www.morphosys.com/agm), where it is also available for download.

Proxies with instructions to the proxies nominated by the Company may be issued by

**16 May 2023**

(24:00 CEST (date of receipt))

sent to the following address, fax number or e-mail address, amended or revoked:

MorphoSys AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Fax: +49 (0)89 889 690 655  
E-mail: [morphosys@better-orange.de](mailto:morphosys@better-orange.de)

or using the password-protected internet service accessible at the internet address [www.morphosys.com/agm](http://www.morphosys.com/agm) as of 26 April 2023 (00:00 a.m. CEST) in accordance with the procedures provided for this purpose. The time of receipt by the Company shall be decisive.

On the day of the virtual General Meeting, proxies with instructions to the proxies appointed by the Company may also be issued, amended or revoked until the start of voting via the password-protected Internet service at [www.morphosys.com/agm](http://www.morphosys.com/agm) in accordance with the procedures provided for this purpose.

If proxies appointed by the Company are authorized, they must in any case be given instructions on how to exercise voting rights. The proxies are obliged to vote in accordance with the instructions. Without such express instructions, the proxies will not exercise the voting right. The proxies of the Company will not accept instructions to submit objections.

## **X.**

### **Authorization of a third party to exercise voting rights and other rights**

Shareholders may also exercise their voting rights and other rights at the General Meeting by proxy, e.g. by an intermediary, a shareholders' association, a voting advisor or another person of their choice. In this case, timely registration of the respective shareholding with the corresponding proof is required, too. Authorized third parties may in turn exercise their voting rights by electronic vote or by granting power of attorney and issuing instructions to the Company's proxies (see above). If the shareholder authorizes more than one person, the Company may reject one or more of them in accordance with section 134 (3) sentence 2 AktG.

The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company require text form (section 126b of the German Civil Code (BGB)) if no proxy is granted pursuant to section 135 AktG.

A proxy form will be sent to duly registered shareholders together with the access data to the password-protected internet service accessible at the internet address [www.morphosys.com/agm](http://www.morphosys.com/agm), where it is also available for download.

In the case of authorization of intermediaries, shareholders' associations, proxy advisors or persons or institutions equivalent to these pursuant to section 135 (8) AktG, the special provisions of section 135 AktG apply, which require, among other things, that the authorization be recorded in a verifiable manner. Exceptions to the general text form requirement may therefore apply here. The relevant proxy recipients may set out special rules for their own authorization. Shareholders are therefore requested to consult with the relevant proxy recipients in good time on the respective form and procedure of the authorization.

The proxy may be granted to the proxy or to the Company. Proof of authorization may be submitted to the Company by

**16 May 2023**

(24:00 CEST (date of receipt))

sent to the following address, fax number or e-mail address, amended or revoked:

MorphoSys AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Fax: +49 (0)89 889 690 655  
E-mail: [morphosys@better-orange.de](mailto:morphosys@better-orange.de)

or using the password-protected internet service accessible at the internet address [www.morphosys.com/agm](http://www.morphosys.com/agm) as of 26 April 2023 (00:00 a.m. CEST) in accordance with the procedures provided for this purpose. The time of receipt by the Company shall be decisive.

On the day of the virtual General Meeting, proxies may be issued, amended or revoked exclusively using the password-protected Internet service accessible at the Internet address [www.morphosys.com/agm](http://www.morphosys.com/agm) in accordance with the procedures provided for this purpose.

The participation of the authorized representative by electronic connection via the password-protected Internet service requires that the authorized representative receives the corresponding access data to the password-protected Internet service.

## **XI.**

### **Submission of comments**

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

**11 May 2023**  
(24:00 CEST)

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

**12 May 2023**  
(24:00 CEST)

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

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

## **XII.**

### **Right to speak**

Shareholders or their proxies who are connected electronically to the General Meeting have the right to speak at the General Meeting by way of video communication. From the start of the General Meeting, a virtual table for requests to speak will be available via the password-protected internet service on the Company's website at [www.morphosys.com/agm](http://www.morphosys.com/agm) (for the relevant access data, see V. above), 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 XVI. above) and the right to request information in accordance with section 131 (1) AktG (see XIII. above).

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

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

### **XIII.**

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

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

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

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

**13 May 2023**  
(24:00 hours CEST)

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

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

**15 May 2023**  
(24:00 hours CEST)

on the Company's website at [www.morphosys.com/agm](http://www.morphosys.com/agm).

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

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

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

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

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

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

**9 May 2023**  
(24:00 hours CEST)

on the Company's website at [www.morphosys.com/agm](http://www.morphosys.com/agm).

## **XIV.**

### **Statement of objections on record**

Properly registered shareholders or their proxies who have exercised their voting rights by means of electronic absentee voting or by granting power of attorney may, from the beginning to the end of the virtual General Meeting, declare their objection to resolutions of the General Meeting electronically for the record of the notary public 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. Any other form of transmission of objections is excluded. The Company would like to point out once again that the proxies appointed by the Company do not accept instructions to file objections.

## **XV.**

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

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

**16 April 2022**  
(24:00 CEST)

at the following address:

MorphoSys AG  
The Board  
Sammelweisstraße 7  
82152 Planegg  
Germany

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board's decision on the request, with section 70 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.

## **XVI.**

### **Motions pursuant to section 126 (1) AktG and Election proposals pursuant to section 127 AktG**

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

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

Fax: +49 (0)89 889 690 655  
E-mail: [antraege@better-orange.de](mailto:antraege@better-orange.de)



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

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

**2 May 2023**  
(24:00 CEST)

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

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

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

## **XVII.**

### **Information on data privacy for shareholders**

MorphoSys AG processes personal data (name, address, e-mail address, number of shares, class of shares, type of ownership of the shares and number of the voting ticket ("GM-Ticket"); if applicable, name, address and e-mail address as well as the GM-Ticket of the shareholder representative nominated by the respective shareholder) on the basis of the applicable data protection laws in order to enable the shareholders to exercise their rights in the context of the virtual General Meeting and to comply with the legal provisions of a General Meeting, including the provisions of Section 118a AktG for conducting a virtual General Meeting.

The processing of the personal data of the shareholders is mandatory for their participation in the virtual General Meeting. MorphoSys AG is the controller for the processing. The legal basis for the processing is Art. 6 (1) lit. c) of the General Data Protection Regulation (GDPR).

The service providers of MorphoSys AG, which are commissioned for the purpose of organizing the virtual shareholders' meeting (in particular, shareholders' meeting, IT, printing and shipping service providers), receive from MorphoSys AG only such personal data as are necessary for the performance of the commissioned service and process the data exclusively in accordance with the instructions of MorphoSys AG. In addition, shareholder data may be transferred to authorities entitled to receive such information. Your data will not be transferred to a third country.

If shareholders make use of the opportunity to submit questions in advance of the virtual shareholders' meeting and their questions are dealt with there, their names may be mentioned. This can be noted by other participants in the virtual General Meeting. This data processing by mentioning the name of the respective

shareholder is necessary to protect our legitimate interest in making the virtual General Meeting as similar as possible to a physical General Meeting. The legal basis for this processing is Art. 6 (1) f) GDPR.

As a matter of principle, shareholders' personal data is deleted or made anonymous as soon as it is no longer required for the above-mentioned purposes and we are not obliged by law to continue storing it.

Shareholders have a right of access, rectification, restriction, objection and deletion regarding the processing of their personal data at any time, as well as a right to data transfer pursuant to Art. 15 et seq. GDPR. You may exercise these rights free of charge vis-à-vis MorphoSys AG via the e-mail address

datenschutz@morphosys.com

or via the following contact details:

MorphoSys AG  
Simmelweisstraße 7  
82152 Planegg

In addition, they have a right of appeal to the data protection supervisory authorities pursuant to Art. 77 GDPR.

You can reach our company data protection officer at:

MorphoSys AG  
Data Protection Officer  
c/o intersoft consulting services AG  
Beim Strohause 17, 20097 Hamburg  
E-mail: datenschutz@morphosys.com

Further information on data protection can be found on the website of MorphoSys AG at [www.morphosys.com/en/privacy-policy](http://www.morphosys.com/en/privacy-policy)

Planegg, April 2023

MorphoSys AG  
The Management Board

**Minimum information pursuant to Section 125 (1) German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 Blocks A to C of the Annex to Implementing Regulation (EU) 2018/1212**

Type of Information	Description
<b>A. Specification of the message</b>	
1. Unique identifier of the event	MOR052023oHV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE0006632003
2. Name of issuer	MorphoSys AG
<b>C. Specification of the meeting</b>	
1. Date of the General Meeting	17.05.2023 [format pursuant to Implementing Regulation (EU) 2018/1212: 20230517]
2. Time of the General Meeting	14:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 12:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: <a href="http://www.morphosys.de/hv">www.morphosys.de/hv</a>  In accordance with the German Stock Corporation Act: MorphoSys AG, Semmelweisstraße 7, 82152 Planegg, Germany
5. Record Date	26.04.2023, 00:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20230425]
6. Uniform Resource Locator (URL)	<a href="http://www.morphosys.de/hv">www.morphosys.de/hv</a>