



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

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

1. From December 3, 2015, the date of its most recent Declaration of Conformity, MorphoSys AG has complied – with the exception described below – with the recommendations of the "Government Commission on the German Corporate Governance Code" in the Code version dated May 5, 2015:

The amount of compensation of the Management Board members does not provide for a cap, neither overall nor for individual compensation components (see item 4.2.3 para. 2 sentence 6 of the Code). Against the background of already existing means of the Supervisory Board to cap variable compensation components of the Management Board members as well as the annual allocation of such variable components, the Supervisory Board considers an additional cap relating to the overall and individual compensation components as unnecessary.

2. MorphoSys AG will continue to comply – with the exception described above under item 1 – with the recommendations of the "Government Commission on the German Corporate Governance Code" in the Code version dated May 5, 2015.

Planegg, December 2, 2016  
MorphoSys AG

For the Management Board:

Dr. Simon Moroney  
Chief Executive Officer

For the Supervisory Board:

Dr. Gerald Möller  
Chairman of the Supervisory Board