

The remuneration of the members of the Supervisory Board is to be determined by the Annual General Meeting in accordance with Article 15 para. 1 of the Articles of Association of the Company. The remuneration was last determined by the Annual General Meeting on May 27, 2020 and has remained unchanged since then. The Annual General Meeting 2021 has approved the remuneration system presented below and submitted to the Annual General Meeting and has confirmed the existing remuneration of the members of the Supervisory Board with a majority of 99.43%. The remuneration system can be found in the [invitation to the Annual General Meeting 2021](#) under agenda item 12. The voting result can be found [here](#).

### **Remuneration System for the members of the Supervisory Board**

The remuneration of the members of the Supervisory Board is appropriate in relation to the tasks of the Supervisory Board members and the situation of the Company, and further takes into account the remuneration of Supervisory Board members in comparable listed companies. The remuneration is in line with customary market practice and at the same time allows the Company to attract the best national and international candidates for a position as a member of the Supervisory Board, thereby ensuring independent and appropriate monitoring and advice of the Management Board. The remuneration of the members of the Supervisory Board thus also provides for a sustainable contribution to the promotion of the business strategy and long-term development of the Company. The remuneration system for the members of the Supervisory Board complies with statutory requirements and the recommendations of the German Corporate Governance Code.

The members of the Supervisory Board of the Company receive only a fixed remuneration. This ensures that the remuneration of the members of the Supervisory Board reflects the function of the Supervisory Board as an independent advisory and supervisory body and ensures that all members of the Supervisory Board make their decisions neutrally and objectively. Variable remuneration is therefore also not planned for the members of the Supervisory Board in the future.

For their activities as members of the Supervisory Board of MorphoSys AG, the members of the Supervisory Board receive the following remuneration:

- a) The remuneration of the members of the Supervisory Board consists of an annual base remuneration in the amount of 98,210.00 € for the Chairman of the Supervisory Board, 58,926.00 € for the Deputy Chairman of the Supervisory Board and 39,284.00 € for the other Supervisory Board members.
- b) In addition, the Chairman of the Supervisory Board receives an amount of 4,000.00 € for each Supervisory Board meeting chaired by him, and the other members of the Supervisory Board

receive an amount of 2,000.00 € for each Supervisory Board meeting attended. This also applies to Supervisory Board meetings held by telephone or video conference. However, if the Chairman of the Supervisory Board or a member of the Supervisory Board participates in a meeting held in person by telephone or video conference, the respective above amounts shall be reduced by half for the person not attending in person.

- c) For their work in Supervisory Board committees, the chairman of the Audit Committee receives an annual remuneration of 18,000.00 €, the chairman of another committee receives an annual remuneration of 12,000.00 € for each committee in which he or she holds the chair, and the other committee members receive an annual remuneration of 6,000.00 € for each committee of which they are members.
- d) In addition, Supervisory Board members each receive 1,200.00 € for each participation in a meeting of a committee of which they are a member, even if the meeting is not held as a meeting in person, but by telephone or video conference. If a Supervisory Board member participates by telephone or video conference in a committee meeting held as a meeting in person, the above-mentioned amount is reduced by half.
- e) If (i) a Supervisory Board member with a (geographical) non-European domicile personally attends a Supervisory Board and/or committee meeting in Europe, or (ii) a Supervisory Board member with a (geographical) intra-European domicile personally attends a Supervisory Board and/or committee meeting in the USA, such Supervisory Board member receives an additional lump-sum expense allowance of 2,000.00 € for the travel time involved.

The remuneration pursuant to a) and c) above shall be payable in equal installments quarterly and the attendance fees pursuant to b) and d) above and the expense allowance pursuant to e) above shall each be payable at the end of the calendar quarter in which the respective meetings took place.

The Company further reimburses any value-added tax incurred. Supervisory Board members who have been members of the Supervisory Board for only part of the fiscal year shall receive a pro rata remuneration in accordance with the above lit. a) and lit. c). In addition, the members of the Supervisory Board are included in a Directors and Officers liability insurance (D&O Insurance) maintained by the Company at an appropriate level in the interests of the Company. The premiums are paid by the Company. An appropriate deductible has been agreed for the D&O Insurance of the members of the Supervisory Board. Insofar as members of the Supervisory Board take part in further education and training measures in accordance with the recommendations of the German Corporate Governance Code, the Company reimburses the costs incurred.

The Supervisory Board regularly reviews the appropriateness and amount of its remuneration. In this context, it may also consult an external remuneration expert, who is rotated from time to time. The General Meeting of the Company shall resolve upon the remuneration of the members of the Supervisory Board at least every four years, whereby the respective existing remuneration system may be confirmed or a new resolution may be adopted. For this purpose, the Management Board and the Supervisory Board will submit a resolution proposal to the General Meeting. The resolution on the remuneration system lies within the competence of the General Meeting.