

## Granting power of attorney and issuing instructions to the Company's proxies

Number AGM ticket: \_\_\_\_\_ Name / Company: \_\_\_\_\_

Number of shares: \_\_\_\_\_ First name: \_\_\_\_\_

Phone number:\* \_\_\_\_\_ E-mail address:\* \_\_\_\_\_

\* voluntary information

To be returned **no later than May 18, 2021, 24:00 hours [midnight] (CEST)**, (receipt) to:

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

**E-mail:** morphosys@better-orange.de  
**Fax:** +49 (0)89 889 690 655

**Please tick unambiguously:** (In case of receipt of several declarations of intent, the time of receipt of the last declaration of intent shall count. Your instructions refer in each case to the proposed resolution published in the Federal Gazette in the notice convening the Annual General Meeting. If you do not make a mark, your instruction will be treated as an abstention).

- I/We authorize the Company's proxies for the Annual General Meeting on May 19, 2021,** Mr Thomas Wagner and Mr Marcus Graf, both employees of Better Orange IR & HV AG, Munich, each individually and with the right to delegate their authorization to another party, to represent me/us and exercise my/our voting right(s) as **indicated below**. Any declarations of intent made earlier are hereby revoked.

Individual instruction on an agenda item	YES	NO
2. Resolution on the discharge of Management Board members for the 2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the discharge of Supervisory Board members for the 2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the appointment of the auditor for the 2021 financial year	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the election of Supervisory Board members:		
a) Dr. Marc Cluzel	<input type="checkbox"/>	<input type="checkbox"/>
b) Ms. Krisja Vermeylen	<input type="checkbox"/>	<input type="checkbox"/>
c) Ms. Sharon Curran	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the cancellation of Authorized Capital 2018-I and the creation of a new Authorized Capital 2021-I with the option to exclude statutory subscription rights; amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the cancellation of Authorized Capital 2020-I and the creation of a new Authorized Capital 2021-II with the option to exclude statutory subscription rights; amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the creation of an Authorized Capital 2021-III under exclusion of subscription rights for the purpose of serving "Restricted Stock Units" to be issued to senior managers and employees of MorphoSys US Inc. under the "Restricted Stock Unit Program 2021" of the Company; amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the cancellation of Conditional Capital 2008-III, the reduction of Conditional Capital 2016-I and the reduction of Conditional Capital 2016-III; amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution on the creation of a new Conditional Capital 2021-I and the authorization of the Management Board to issue convertible bonds/bonds with warrants with the option to exclude subscription rights; amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>
11. Resolution on the approval of the remuneration system for members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>
12. Resolution on the remuneration of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
13. Resolution on further amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>

**Motions and election proposals by shareholders pursuant to Section 126 (1) and Section 127 of the German Stock Corporation Act (Aktengesetz - AktG)** are made accessible with an unambiguous ID at: [www.morphosys.com/aggm](http://www.morphosys.com/aggm)

YES to the motion/election proposal with the ID:\* \_\_\_\_\_

NO to the motion/election proposal with the ID:\* \_\_\_\_\_

\* Enter ID of the application/applications or election proposal/election proposals by handwriting

\_\_\_\_\_  
Place Date Signature(s) or Person making the declaration (legible)