

**Certification of Person Acquiring American Depositary Shares upon Deposit of Shares
Pursuant to Section 2.2 of the Deposit Agreement¹**

We refer to the Amended and Restated Deposit Agreement, dated as of April 18, 2018 (the “**Deposit Agreement**”), among MorphoSys AG (the “**Issuer**”), The Bank of New York Mellon, as Depositary, and Owners and Holders of American Depositary Shares (the “**ADSs**”) issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

This certification is furnished in connection with a deposit of Shares and issuance of ADSs pursuant to Section 2.2 of the Deposit Agreement.

We/I certify that either [check one paragraph that applies]:

[May be used at any time prior to one year after closing of the Offering referred to below] We are/I am, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and (i) none of the Shares to be deposited were purchased by us/me in the distribution and placement by the Issuer of new Shares that closed on December 19, 2023 (the “**Offering**”), (ii) the Shares to be deposited are not otherwise “restricted securities” within the meaning of Rule 144 under the Securities Act of 1933, as amended, and (iii) we/I have not borrowed Shares to be deposited with the intention of replacing them with Shares purchased in the Offering; or

[May be used at any time prior to one year after closing of the Offering referred to below] We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs and (i) none of the Shares to be deposited were purchased by our customer in the distribution and placement by the Issuer of new Shares that closed on December 19, 2023 (the “**Offering**”), (ii) the Shares to be deposited are not otherwise “restricted securities” within the meaning of Rule 144 under the Securities Act of 1933, as amended; and (iii) our customer has not borrowed Shares to be deposited with the intention of replacing them with Shares purchased in the Offering; or

[May be used at any time 40 days or more and prior to one year after closing of the Offering referred to below] We are/I am, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, and the Shares to be deposited were purchased by us/me in the distribution and placement by the Issuer of new Shares that closed on December 19, 2023 (the “**Offering**”) outside the United States in a transaction that complied with Regulation S under the Securities Act of 1933, as amended; or

[May be used at any time 40 days or more and prior to one year after closing of the Offering referred to below] We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the ADSs are issued will be, the beneficial owner of the Shares and of the ADSs, and the Shares to be deposited were purchased by our customer in the distribution and placement by the Issuer of new Shares that closed on December 19, 2023 (the “**Offering**”) outside the United States in a transaction that complied with Regulation S under the Securities Act of 1933, as amended.

Very truly yours,

[NAME OF CERTIFYING ENTITY/PERSON]

By: _____

Name:

Title:

Dated: _____ Amount of ADS to be Issued: _____ DTC Participant #: _____
