



## Media Release

Planegg/Munich, Germany, April 23, 2018

# **MorphoSys Announces Closing of Nasdaq IPO through an ADS Offering and Exercise of the Underwriters' Option to Purchase Additional ADSs, Leading to Total Gross Proceeds of USD 239 million**

MorphoSys AG (FSE: MOR; Prime Standard Segment, TecDAX; OTC: MPSYY; NASDAQ: MOR) announced today the closing of its initial public offering (IPO) in the United States. The offering comprised the sale of 2,075,000 new ordinary shares in the form of 8,300,000 American Depositary Shares ("ADSs") at a price of USD 25.04 per ADS. Each ADS represents 1/4 of a MorphoSys ordinary share.

In addition, on April 23, 2018 the underwriters exercised in full an option granted by MorphoSys to purchase up to 311,250 additional new ordinary shares in the form of 1,245,000 additional ADSs at a price of USD 25.04 per ADS, representing 15% of the total number of ADSs placed in the offering. The closing of the purchase of the additional ADSs is expected to occur on April 30, 2018 and is subject to customary closing conditions.

In total, MorphoSys expects the gross proceeds of the transaction to amount to USD 239,006,800, comprising the base offering of 8,300,000 ADSs (USD 207,832,000) and, upon closing, the exercised option to purchase 1,245,000 additional ADSs (USD 31,174,800).

The new ordinary shares underlying the ADSs from the base offering were issued and the new ordinary shares underlying the additional ADSs in relation to the option to purchase will be issued from MorphoSys's authorized capital 2017-II, excluding pre-emptive rights of existing shareholders and representing a total of 8.1% of the registered share capital of MorphoSys prior to the consummation of the offering.

MorphoSys's ordinary shares are listed on the Frankfurt Stock Exchange under the symbol "MOR". The ADSs are listed on the Nasdaq Global Market under the symbol "MOR".

Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC and Leerink Partners LLC, acted as lead book-running managers, and Berenberg Capital Markets, LLC and JMP Securities LLC acted as co-managers for the ADS offering.

A Registration Statement relating to these securities was declared effective by the U.S. Securities and Exchange Commission on April 18, 2018.

Within the United States of America, the securities referred to in this release are offered only by means of a prospectus. A copy of the prospectus can be obtained from Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 1-212-902-9316 or by e-mailing [Prospectus-ny@ny.email.gs.com](mailto:Prospectus-ny@ny.email.gs.com); J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, telephone: 1-866-803-9204; Leerink Partners LLC, Attention: Syndicate Department, One Federal Street, 37th Floor, Boston, MA 02110, by telephone at 1-800-808-7525, ext. 6132, or by e-mailing [syndicate@leerink.com](mailto:syndicate@leerink.com).

This announcement does not constitute an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

#### About MorphoSys

MorphoSys is a late-stage, biopharmaceutical company devoted to the development of innovative and differentiated therapies for patients suffering from serious diseases. Based on its technological leadership in generating antibodies, MorphoSys, together with its partners, has developed and contributed to the development of more than 100 product candidates, of which 28 are currently in clinical development. This broad pipeline spans MorphoSys's two business segments: Proprietary Development, in which MorphoSys invests in product candidates for its own account, and Partnered Discovery, in which product candidates are developed exclusively for a variety of Pharma and Biotech partners. In 2017, Tremfya® (guselkumab), marketed by Janssen, became the first therapeutic antibody based on MorphoSys's proprietary technology to receive marketing approval for the treatment of moderate-to-severe plaque psoriasis in the United States, the European Union and Canada. MorphoSys is listed on the Frankfurt Stock Exchange under the symbol MOR.

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*This communication contains certain forward-looking statements concerning the closing of the option to purchase additional ADSs. The forward-looking statements contained herein represent the judgment of MorphoSys as of the date of this release and involve known and unknown risks and uncertainties, which might cause the actual results, financial condition and liquidity, performance or achievements of MorphoSys, or industry results, to be materially different from any historic or future results, financial conditions and liquidity, performance or achievements expressed or implied by such forward-looking statements. In addition, even if MorphoSys' results, performance, financial condition and liquidity, and the development of the industry in which it operates are consistent with such forward-looking statements, they may not be predictive of results or developments in future periods. Among the factors that may result in differences include the timely satisfaction of the closing conditions in connection with the option to purchase additional ADSs and other risks indicated in the risk factors included in MorphoSys's Registration Statement on Form F-1 and other filings with the US Securities and Exchange Commission. Given these uncertainties, the reader is advised not to place any undue reliance on such forward-looking statements. These forward-looking statements speak only as of the date of publication of this document. MorphoSys expressly disclaims any obligation to update any such forward-looking statements in this document to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements, unless specifically required by law or regulation.*

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