



Media Release

Planegg/Munich, Germany, April 18, 2018

MorphoSys Announces Pricing of Initial Public Offering of American Depositary Shares (ADSs) on Nasdaq

MorphoSys AG (FSE: MOR; Prime Standard Segment, TecDAX; OTC: MPSYY) announced today the pricing of its initial public offering (IPO) in the United States. The offering produced gross proceeds of USD 207,832,000 from 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 will represent 1/4 of a MorphoSys ordinary share.

Furthermore, MorphoSys has granted the underwriters an option to purchase up to 1,245,000 additional ADSs, representing 15% of the total number of ADSs placed in the offering. This option can be exercised during the 30-day period commencing April 18, 2018.

The new ordinary shares underlying the ADSs and, if the option will be exercised, the additional ADSs will be issued from MorphoSys’s authorized capital 2017-II, excluding pre-emptive rights of existing shareholders and representing up to 8.1% (including the underwriters’ option to purchase additional ADSs) 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 expected to begin trading on the Nasdaq Global Market on April 19, 2018, under the symbol “MOR”.

The closing of the offering is expected to occur on April 23, 2018, subject to customary closing conditions.

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

A Registration Statement relating to these securities has been 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; 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.

Disclaimer:

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.

In relation to each member state of the European Economic Area which has implemented the Directive 2003/71/EC (as amended, the "Prospectus Directive") (each, a "Relevant Member State"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, no offer of ADSs may be made to the public in that Relevant Member State other than:

- to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC and Leerink Partners LLC; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of ADSs shall require MorphoSys or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive and each person who initially acquires any ADSs or to whom any offer is made will be deemed to have represented, acknowledged and agreed to and with each of the underwriters and MorphoSys that it is a "qualified investor" within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive.

In the case of any ADSs being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, each such financial intermediary will be deemed to have represented, acknowledged and agreed that the ADSs acquired by it in the offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any ADSs to the public other than their offer or resale in a Relevant Member State to qualified investors as so defined or in circumstances in which the prior consent of the representatives has been obtained to each such proposed offer or resale.

In addition, in the United Kingdom, this document is being distributed only to, and is directed only at, and any offer subsequently made may only be directed at persons who are "qualified investors" (as defined in the Prospectus Directive) (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") and/or (ii) who are high net worth companies (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons") or otherwise in circumstances which have not resulted and will not result in an offer to the public of the ADSs in the United Kingdom within the meaning of the Financial Services and Markets Act 2000. Any person in the United Kingdom that is not a relevant person should not act or rely on the information included in this document or use it as basis for taking any action. In the United Kingdom, any investment or investment activity that this document relates to may be made or taken exclusively by relevant persons.

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 timing of listing and closing of the ADS offering. 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 ADS offering 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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