



Media Release

Planegg/Munich, Germany, November 15, 2016

MorphoSys Raises EUR 115 million in Private Placement

MorphoSys AG (Frankfurt Stock Exchange: MOR; Prime Standard Segment, TecDAX; OTC: MPSYY) today announced that it has raised gross proceeds of approximately EUR 115 million in a private placement via an accelerated book building transaction. MorphoSys issued 2,622,088 new shares from authorized capital to institutional investors in Europe and North America at a price of EUR 44.00 per share. The offering represents approximately 9.9% of the registered pre-transaction share capital and will bring the total number of registered shares after the issuance to 29,159,770. The new shares will be admitted to listing on the Frankfurt Stock Exchange following their issuance.

"We are very pleased to announce the successful completion of our placement which we believe reflects both the significant progress made at MorphoSys over the past years and the great confidence of investors in the potential of our pipeline," said Dr. Simon Moroney, Chief Executive Officer of MorphoSys AG. "The funds we have raised will allow us to further develop our proprietary portfolio, for example taking our anti-CD19 antibody MOR208 into a pivotal phase 3 study in diffuse large B cell lymphoma (DLBCL), an indication with high medical need. The new funds significantly strengthen our ability to execute our strategy."

Jens Holstein, Chief Financial Officer of MorphoSys AG commented: "In response to the overall progress the company achieved in recent years and the further promise of our pipeline, we received strong inbound interest from international investors. The offering allows us to meet this demand, strengthening our financial position and enhancing trading liquidity. The funds raised will provide additional strategic flexibility as we continue to build the company to create long-term value for our shareholders."

Deutsche Bank and J.P. Morgan acted as Joint Bookrunners for the offering. Trout Capital, LLC acted as financial advisor to MorphoSys on the transaction.

Disclaimer:

This press release is for information only and does not constitute an offer to sell, purchase, exchange or transfer any securities or a solicitation of any such offer in the United States or any other jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. Neither MorphoSys AG (the "Seller") nor any other participant in the transaction described herein intends to register any securities under the Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States in connection with the proposals described in this announcement.

Deutsche Bank AG and J.P. Morgan Securities plc are acting solely for the Seller and no one else and will not be responsible for providing the protections afforded to customers of Deutsche Bank AG and J.P. Morgan Securities plc nor for providing advice in relation to the transaction.

The shares may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the shares in such jurisdiction.

No action has been taken by the Seller or Deutsche Bank AG and J.P. Morgan Securities plc or any of their respective affiliates that would permit an offering of the shares or possession or distribution of this announcement or any other offering or publicity material relating to such securities in any jurisdiction where action for that purpose is required.

In member states of the European Economic Area ("EEA"), this announcement and any offer if made subsequently is directed only at persons who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) ("Qualified Investors"). Any person in the EEA who acquires the securities in any offer (an "investor") or to whom any offer of the securities is made will be deemed to have represented and agreed that it is a Qualified Investor. Any investor will also be deemed to have represented and agreed that any securities acquired by it in the offer have not been acquired on behalf of persons in the EEA other than Qualified Investors or persons in the UK and other member states (where equivalent legislation exists) for whom the investor has authority to make decisions on a wholly discretionary basis, nor have the securities been acquired with a view to their offer or resale in the EEA to persons where this would result in a requirement for publication by the Seller or Deutsche Bank AG and J.P. Morgan Securities plc of a prospectus pursuant to Article 3 of the Prospectus Directive. The Seller and Deutsche Bank AG and J.P. Morgan Securities plc and any of their affiliates, and others will rely upon the truth and accuracy of the foregoing representations and agreements.

In the United Kingdom, this document is only being distributed to and is only directed at persons who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

About MorphoSys

MorphoSys developed HuCAL, the most successful antibody library technology in the pharmaceutical industry. By successfully applying this and other patented technologies, MorphoSys has become a leader in the field of therapeutic antibodies, one of the fastest-growing drug classes in human healthcare.

Together with its pharmaceutical partners, MorphoSys has built a therapeutic [pipeline](#) of more than 100 human antibody drug candidates for the treatment of cancer, rheumatoid arthritis, and Alzheimer's disease, to name just a few. With its ongoing commitment to new antibody technology and drug development, MorphoSys is focused on making the healthcare products of tomorrow. MorphoSys is listed on the Frankfurt Stock Exchange under the symbol MOR. For regular updates about MorphoSys, visit <http://www.morphosys.com>.

HuCAL®, HuCAL GOLD®, HuCAL PLATINUM®, CysDisplay®, RapMAT®, arYla®, Ylanthia®, 100 billion high potentials®, Slonomics®, Lanthio Pharma® and LanthioPep® are registered trademarks of the MorphoSys Group.

This communication contains certain forward-looking statements concerning the MorphoSys group of companies. The forward-looking statements contained herein represent the judgment of MorphoSys as of the date of this release and involve risks and uncertainties. Should actual conditions differ from the Company's assumptions, actual results and actions may differ from those anticipated. MorphoSys does not intend to update any of these forward-looking statements as far as the wording of the relevant press release is concerned.

For more information, please contact:

MorphoSys AG

Anke Linnartz
Head of Corporate Communications & IR

Jochen Orlowski
Associate Director Corporate Communications & IR

Alexandra Goller
Senior Manager Corporate Communications & IR

Tel: +49 (0) 89 / 899 27-404
investors@morphosys.com