

## MEDIA & INVESTOR RELEASE

### Novartis meets all tender offer conditions to acquire MorphoSys AG for EUR 68 per share in cash

- *Novartis secured 79.6 percent acceptance by MorphoSys shareholders during the initial acceptance period, reaching the minimum 65% acceptance threshold*
- *Settlement of the shares tendered during the initial acceptance period is expected to occur on 23 May 2024*
- *Additional statutory acceptance period is expected to end on 30 May 2024 at 24:00 hours CEST*
- *Transaction strengthens the Novartis pipeline in oncology, adding pelabresib, a late-stage BET inhibitor for myelofibrosis and tulumimostat, an early-stage investigational dual inhibitor of EZH2 and EZH1 for solid tumors or lymphomas*

**Basel, 16 May 2024** – Today, Novartis BidCo AG, an (indirect) wholly owned subsidiary of Novartis AG, announced the result of its voluntary public takeover offer (the “Offer”) for the shares of MorphoSys AG (“MorphoSys”), including all shares represented by MorphoSys American Depositary Shares (“ADS”). As of the expiry of the acceptance period at 24:00 hours CEST on 13 May 2024, the Offer has been accepted by approximately 79.6 percent of the total share capital of MorphoSys, including purchases by Novartis BidCo AG outside the Offer for approximately 11.6 percent of the share capital. All conditions of the Offer, including the minimum acceptance threshold of 65%, were fulfilled by the end of the acceptance period. The settlement of the shares tendered during the initial acceptance period is scheduled for 23 May 2024.

The statutory two-week additional acceptance period for the Offer will commence on 17 May 2024 and end on 30 May 2024 at 24:00 hours CEST and 18:00 hours EDT (also on 30 May 2024). During this time, shareholders who have not tendered their MorphoSys shares, including shares represented by MorphoSys ADS, can still accept the Offer.

With all offer conditions fulfilled, Novartis can now begin the necessary steps to progress the integration of MorphoSys, including full access to pelabresib (CPI-0610), a novel BET inhibitor in combination with ruxolitinib for patients with myelofibrosis. The integration also allows full access to tulumimostat (CPI-0209), an early-stage investigational dual inhibitor of EZH1 and EZH2 currently being tested in patients with solid tumors or lymphomas, as well as a broad portfolio of partnered assets, some of which are in partnership with Novartis, including ianalumab (VAY736). In the context of the integration Novartis continues to progress the workstreams for implementation of both a delisting of MorphoSys and a domination and profit and loss transfer agreement with MorphoSys.

Georgeson is acting as information agent for Novartis for the Offer. Deutsche Bank is acting as share tender agent and The Bank of New York Mellon is acting as ADS tender agent for the Offer.

The offer document for the Offer and additional information are available at [www.novartis.com/investors/morphosys-acquisition](http://www.novartis.com/investors/morphosys-acquisition). A takeover offer hotline for retail shareholders is available between 9:00-18:00 hours CEST from Monday through Friday at +49 89 38038187 (for German callers) and +44 203 005 6716 (for international callers). A takeover offer hotline for ADS holders is available between 9:00-23:00 hours EDT from Monday through Friday and 12:00-18:00 hours EDT on Saturdays at +1 (866) 356-7344 (for U.S. callers) and +1 (781) 236-4704 (for callers outside the U.S.).

### **Additional Information and Where to Find it**

This communication is neither an offer to purchase nor a solicitation of an offer to sell shares of MorphoSys. The final terms and further provisions regarding the Offer are available in the offer document published by Novartis BidCo AG (formerly known as Novartis data42 AG) (the "Bidder"). The offer document has been approved by the BaFin and has been filed with the U.S. Securities and Exchange Commission (the "SEC"). The solicitation and offer to buy shares of MorphoSys is only being made pursuant to the offer document. In connection with the Offer, the Bidder and Novartis AG have filed Tender Offer Statement on Schedule TO with the SEC (together with the offer document, an Offer to Purchase including the means to tender and other related documents, the "Offer Documents"), the management board and supervisory board of MorphoSys have issued a joint reasoned statement in accordance with sec. 27 of the German Securities Acquisition and Takeover Act and MorphoSys has filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC (together with the joint reasoned statement, the "Recommendation Statements"). THE MORPHOSYS SHAREHOLDERS AND OTHER INVESTORS ARE URGED TO READ THE OFFER DOCUMENTS AND THE RECOMMENDATION STATEMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION WHICH SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER. The Offer Documents and the Recommendation Statements will be distributed to all stockholders of MorphoSys in accordance with German and U.S. securities laws. The Tender Offer Statement on Schedule TO and the Solicitation/Recommendation Statement on Schedule 14D-9 are available for free at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies may be obtained for free by contacting the Bidder or MorphoSys. Free copies of these materials and certain other offering documents are available on the Bidder's website at [www.novartis.com/investors/morphosys-acquisition](http://www.novartis.com/investors/morphosys-acquisition) or by contacting the Bidder's investor relations department at +41 61 324 7944.

In addition to the Offer to Purchase, including the means to tender and certain other Offer Documents, as well as the Solicitation/Recommendation Statement, MorphoSys and the Bidder will file other information with the SEC. Filings by Novartis AG and the Bidder with the SEC are also available for free to the public from commercial document-retrieval services and at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

In order to reconcile certain areas where German law and U.S. law conflict, Novartis AG and the Bidder have requested and received no-action and exemptive relief from the SEC to conduct the Offer in the manner described in the offer document.

Acceptance of the Offer by stockholders residing outside Germany and the U.S. may be subject to further legal requirements. With respect to the acceptance of the Offer outside Germany and the U.S., no responsibility is assumed for the compliance with such legal requirements applicable in the respective jurisdiction.

### **Disclaimer**

This press release contains forward-looking statements concerning Novartis AG, the Bidder, MorphoSys and the Offer that involve substantial risks and uncertainties. Forward-looking statements include any statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "goal," "may," "might," "plan," "predict," "project," "seek," "target," "potential,"

“will,” “would,” “could,” “should,” “continue” and similar expressions. In this communication, forward-looking statements include statements about the parties’ ability to satisfy the conditions to the consummation of the Offer; statements about the expected timetable for the consummation of the Offer; the plans, objectives, expectations and intentions of Novartis AG and the Bidder; and the financial condition, results of operations and business of MorphoSys and Novartis AG. The forward-looking statements contained in this communication represent the judgment of the Bidder and Novartis AG as at the date of this communication and involve known and unknown risks and uncertainties, which might cause the actual results, financial condition and liquidity, performance or achievements of Novartis AG, 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 the results, performance, financial condition and liquidity of Novartis AG, 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. Those risks and uncertainties that could cause the actual results to differ from expectations contemplated by forward-looking statements include, among other things: uncertainties as to the timing of the Offer; uncertainties as to how many of the MorphoSys stockholders will tender their stock in the Offer; the possibility that competing offers will be made; the possibility that various conditions for the Offer may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the Offer; the effects of the Offer on relationships with employees, other business partners or governmental entities; that the Bidder and Novartis AG may not realize the potential benefits of the Offer; transaction costs associated with the Offer; that expectations may be incorrect; the uncertainties inherent in research and development, including clinical trial results and additional analysis of existing clinical data; regulatory actions or delays or government regulation generally; global trends toward health care cost containment, including government, payor and general public pricing and reimbursement pressures and requirements for increased pricing transparency; our ability to obtain or maintain proprietary intellectual property protection; the particular prescribing preferences of physicians and patients; general political, economic and business conditions, including the effects of and efforts to mitigate pandemic diseases; safety, quality, data integrity or manufacturing issues; potential or actual data security and data privacy breaches, or disruptions of our information technology systems, and other risks and factors referred to in Novartis AG’s current Form 20-F on file with the US Securities and Exchange Commission, as well as the Solicitation/Recommendation Statement on Schedule 14D-9 to be filed by MorphoSys and the Tender Offer Statement on Schedule TO and related Offer Documents to be filed by the Bidder and Novartis AG. 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 communication. The Bidder, Novartis AG and MorphoSys expressly disclaim any obligation to update any such forward-looking statements in this communication 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.

### **About Novartis**

Novartis is an innovative medicines company. Every day, we work to reimagine medicine to improve and extend people’s lives so that patients, healthcare professionals and societies are empowered in the face of serious disease. Our medicines reach more than 250 million people worldwide.

Reimagine medicine with us: Visit us at <https://www.novartis.com> and connect with us on [LinkedIn](#), [Facebook](#), [X/Twitter](#) and [Instagram](#).

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