

**UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION**

April 9, 2024

In the Matter of MorphoSys AG

ORDER GRANTING EXEMPTIONS FROM
SECTION 14(D)(5) OF THE EXCHANGE ACT
AND EXCHANGE ACT RULES 14D-
4(D)(2)(ii), 14D-7, 14D-11(C), (D) AND (E),
14E-1(B) AND (D) AND 14E-5

Novartis AG and Novartis BidCo AG submitted a letter dated April 8, 2024, requesting that the Securities and Exchange Commission (“Commission”) grant exemptions from Section 14(d)(5) of the Exchange Act and Exchange Act Rules 14d-4(d)(2)(ii), 14d-7, 14d-11(c), (d) and (e), 14e-1(b) and (d) and 14e-5 for the transaction described in its letter (“Request”).

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in the letter from the Division of Corporation Finance dated April 9, 2024, it is ORDERED that the request for exemptions from Exchange Act Section 14(d)(5) and Exchange Act Rules 14d-4(d)(2)(ii), 14d-7, 14d-11(c), (d) and (e), 14e-1(b) and (d) and 14e-5 is hereby granted.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Tiffany Posil
Chief, Office of Mergers and Acquisitions
Division of Corporation Finance