

CONVENING NOTICE

This is the convening notice for the annual general meeting of shareholders of Merus N.V. (the "**Company**") to be held on May 26, 2023 at 15:00 (3:00) pm (CEST) / 9:00 am (ET) (the "**AGM**") at the offices of NautaDutilh N.V. (address: Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands).

The agenda for the AGM is as follows:

1. Opening
2. Discussion of the Dutch statutory annual report over the financial year 2022 (*discussion item*)
3. Adoption of the Dutch statutory annual accounts over the financial year 2022 (*voting item*)
4. Explanation of the dividend and reservation policy (*discussion item*)
5. Appointment of the external auditor for the financial year 2023 for purposes of Dutch law (*voting item*)
6. Release of the Company's directors from liability for the exercise of their duties during the financial year 2022 (*voting item*)
7. Re-appointment of Sven (Bill) Ante Lundberg, M.D. as executive director (*voting item*)
8. Re-appointment of Anand Mehra, M.D. as non-executive director (*voting item*)
9. Re-appointment of Victor Sandor, M.D.C.M. as non-executive director (*voting item*)
10. Extending authorization of the Company's board of directors to issue ordinary shares (or rights to subscribe for ordinary shares) in the Company's capital (*voting item*)
11. Extending authorization of the Company's board of directors to limit or exclude pre-emption rights (*voting item*)
12. Granting authorization to the Company's board of directors to acquire shares (or depository receipts for such shares) in the Company's capital (*voting item*)
13. Approval, on an advisory (non-binding) basis, of the compensation of the Company's named executive officers (*voting item*)
14. Closing

Please see the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 28, 2023 (the "**Proxy Statement**") for more details on the agenda items for the AGM.

No business shall be voted on at the AGM, except such items as included in the above-mentioned agenda.

The record date for the AGM in respect of common shares in the capital of the Company is April 28, 2023 (the "**Record Date**"). No record date applies in respect of preferred shares in the capital of the Company. Those who are (i) holders of common shares in the capital of the Company, or who otherwise have voting rights and/or meeting rights with respect to common shares in the Company's capital, on the Record Date and (ii) holders of preferred shares in the capital of the Company, or who otherwise have voting rights and/or meeting rights with respect to preferred shares in the Company's capital on the date of the AGM, in each case provided that they are recorded as such in the Company's shareholders' register and/or in the register maintained by the Company's U.S. transfer agent, may attend and, if relevant, vote at the AGM (the "**Persons with Meeting Rights**").

Persons with Meeting Rights who wish to attend the AGM in person or be represented by proxy, must notify the Company in writing or by e-mail and intention to attend the AGM by e-mail (addressed to AGM2023@merus.nl) or by post (addressed to Merus N.V., c/o Company Secretary, Uppsalalaan 17, 3rd & 4th floor, 3584 CT Utrecht, the Netherlands). This notice must be received by the Company no later than 16:59 (4:59) p.m. Central European Summer Time on [May 22, 2023] (the "**Cut-off Time**"). Persons with Meeting Rights who have not complied with this requirement may be refused entry to the AGM. Persons with Meeting Rights may have themselves represented at the AGM through the use of a written or electronically recorded proxy. Proxyholders who wish to attend the AGM should present a copy of their proxy upon entry to the AGM, failing which the proxyholder concerned may be refused entry to the AGM. A proxy form for this purpose can be downloaded from the Company's website (<http://www.merus.nl>).

It is important that your shares be represented regardless of the number of shares you may hold. We urge you to vote your shares or, if you do not plan to attend the AGM, submit your proxy prior to the Cut-off Time. Proxies may be submitted prior to the Cut-off Time via a toll-free telephone number (call 1-800-690-6903), over the Internet (visit www.proxyvote.com), or by signing, dating and mailing the proxy card, in each case as described in further detail in the Proxy Statement.