

*This is a translation into English of the official Dutch version of the deed of amendment to the articles of association of a limited liability company under Dutch law. In the event of a conflict between the English and Dutch texts, the Dutch text shall prevail.*

**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION  
MERUS N.V.**

On this, the [twenty-eighth] day of May two thousand and twenty-one, appeared before me, Paul Cornelis Simon van der Bijl, civil law notary in Amsterdam:

[NautaDutilh employee, under proxy].

The person appearing declared that the general meeting of shareholders of Merus N.V., a public limited liability company, having its corporate seat in Utrecht (address: 3584 CM Utrecht, Yalelaan 62, trade register number: 30189136) (the "**Company**"), at a general meeting of shareholders held on the twenty-eighth day of May two thousand and twenty-one (the "**Meeting**"), decided, among other things, to amend the Company's articles of association (the "**Articles of Association**").

A copy of an extract of the minutes reflecting the resolutions passed at the Meeting (the "**Extract**") shall be attached to this Deed as an annex.

The Articles of Association were most recently amended by a deed executed on the sixth day of December two thousand and nineteen before Paul Cornelis Simon van der Bijl, aforementioned.

In order to carry out the abovementioned decision to amend the Articles of Association, the person appearing declared to hereby partially amend the Articles of Association, as set out below:

**I. Article 4 paragraph 1 shall come to read as follows:**

"4.1 The Company's authorised share capital amounts to twelve million one hundred fifty thousand euro (EUR 12,150,000)."

**II. Article 4 paragraph 2 shall come to read as follows:**

"4.2 The authorised share capital is divided into:

a. sixty-seven million and five hundred thousand (67,500,000) common shares; and

b. sixty-seven million and five hundred thousand (67,500,000) preferred shares, each having a nominal value of nine eurocents (EUR 0.09)."

**FINAL STATEMENTS**

Finally, the person appearing declared:

**A.** at the time of execution of this Deed the Company's issued capital amounts to [amount] euro (EUR [amount]); and

**B.** as evidenced by the Extract, the person appearing has been authorised to execute this Deed. The person appearing is known to me, civil law notary.

This Deed was executed in Amsterdam on the date mentioned in its heading.

After I, civil law notary, had conveyed and explained the contents of the Deed in substance to the person appearing, the person appearing declared to have taken note of the contents of the Deed, to be in agreement with the contents and not to wish them to be read out in full. Following a partial reading, the Deed was signed by the person appearing and by me, civil law notary.