

MERUS N.V.
 UPPSALALAAN 17
 3RD & 4TH FLOOR
 3584 CT UTRECHT
 THE NETHERLANDS



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 16:59 (4:59 p.m.) Central European Time on December 5, 2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 16:59 (4:59 p.m.) Central European Time on December 5, 2025. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V81147-525173

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

MERUS N.V.

The Board of Directors recommends you vote FOR the following proposals 1a, 1b, 2, 3b, 4b, 5b and 6 and makes no recommendation in respect of the following proposals 3a, 4a and 5a:

1. Back-End Transactions

1a. (1) To enter into a statutory merger under Dutch law pursuant to which Merus, as disappearing company, will merge with and into New Topco, as surviving company; and (2) to approve, within the meaning of Section 2:107a of the Dutch Civil Code and to the extent required by applicable law, such statutory merger and the subsequent cancellation of all class A shares in the capital of New Topco with repayment and distribution by New Topco of an amount per class A share so cancelled equal to the Offer Consideration, without interest and subject to any applicable withholding taxes

For Against Abstain

1b. (1) to amend Merus' Articles of Association to increase Merus' authorized share capital in one or more tranches, and (2) to convert Merus N.V. into a private company with limited liability, promptly following the delisting of Merus' common shares from the Nasdaq Global Market and to amend Merus' Articles of Association accordingly

For Against Abstain

2. Effective upon the acceptance for payment by Purchaser for all Common Shares validly tendered and not properly withdrawn pursuant to the Offer prior to the Expiration Time, to provide full and final discharge to each member of the Merus Board for their acts of management or supervision, as applicable, up to and including the date of the EGM to the fullest extent permitted under applicable law

For Against Abstain

3. Appointment of Greg Mueller as non-executive director of Merus

3a. Opportunity for Merus Shareholders to make recommendations at the EGM to Merus' non-executive directors in respect of their nomination to appoint a non-executive director

For Against Abstain

3b. Appointment of Greg Mueller as non-executive director of Merus

For Against Abstain

4. Appointment of Anthony Pagano as non-executive director of Merus

For Against Abstain

4a. Opportunity for Merus Shareholders to make recommendations at the EGM to Merus' non-executive directors in respect of their nomination to appoint a non-executive director

4b. Appointment of Anthony Pagano as non-executive director of Merus

5. Appointment of Martine van Vugt, Ph.D., as non-executive director of Merus

For Against Abstain

5a. Opportunity for Merus Shareholders to make recommendations at the EGM to Merus' non-executive directors in respect of their nomination to appoint a non-executive director

5b. Appointment of Martine van Vugt, Ph.D., as non-executive director of Merus

6. Non-binding advisory proposal to approve certain compensation arrangements

For Against Abstain

NOTE: Such other business as may properly come before the meeting or any adjournment thereof shall be voted in accordance with the discretion of the attorneys and proxies appointed hereby.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the
Extraordinary General Meeting:**

The Notice and Proxy Statement is available at www.proxyvote.com.

V81148-S25173

**PROXY
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
DECEMBER 9, 2025**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF MERUS N.V.

The undersigned hereby appoints each member of Merus N.V.'s board of directors (the "Board of Directors"), Peter B. Silverman as well as Paul van der Bijl, civil law notary, and any other civil law notary and deputy civil law notary, working with NautaDutilh N.V., Merus N.V.'s Dutch legal counsel, and each of them, with power to act without the other and with power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as provided on the other side, all the shares of Merus N.V. which the undersigned is entitled to vote at the Extraordinary General Meeting of Shareholders of Merus N.V. to be held at 15:00 (3:00 p.m.) Central European Time on Tuesday December 9, 2025, at the offices of NautaDutilh N.V. (address: Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands), or any adjournment thereof, with all powers which the undersigned would possess if present at the Extraordinary General Meeting of Shareholders.

Such proxies are authorized to vote in their discretion (x) for the election of any person to the Board of Directors if any nominee named herein becomes unable to serve or for good cause will not serve, (y) on any matter that the Board of Directors did not know would be presented at the Extraordinary General Meeting of Shareholders by a reasonable time before the proxy solicitation was made, and (z) on such other business as may properly be brought before the Extraordinary General Meeting of Shareholders or any adjournment, continuation or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO SUCH DIRECTIONS ARE MADE BUT THE CARD IS SIGNED, THIS PROXY WILL BE VOTED "FOR" PROPOSALS 1A, 1B, 2, 3B, 4B, 5B AND 6 AND "AGAINST" PROPOSALS 3A, 4A AND 5A AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE