

Works Council response to request

Date of request	03 October 2025
Type of request:	Request for advice
Subject	With reference to Section 30(1) of the WCA and Section 2:158(5) of the DCC, Merus requests the Works Council (i) to render advice on the contemplated appointment of the executive member on the Board with effect as of the Closing, considering that this person qualifies as ‘director’ (<i>‘bestuurder’</i>) within the meaning of the WCA and (ii) to submit any recommendations the Works Council may have regarding the persons to be appointed as non-executive directors on the Board with effect as of the Closing.
Requester	The board of directors of Merus (the "Board")
Response deadline	03 November 2025
Actual response date	29 October 2025

Dear members of the Board,

On 3 October, the Works Council received a Request for Advice regarding the contemplated composition of the Board, and recommendations regarding appointing non-executive members on the board as the composition of the Board shall be changed effective as of the Closing of the Transaction Agreement.

The intent is that the current members of the Board resign as of the Closing, except for the following two non-executive directors who continue to serve on the Board: Dr. Anand Mehra, M.D. (Chairperson) and Dr. Maxine Gowen, Ph.D. (appointment pursuant to the Works Council’s enhanced recommendation right). The two non-executive directors remain on the Board until the earlier of

- a) Genmab, Purchaser and their respective affiliates, in the aggregate, owning all of the Common Shares;
- b) the effective time of the Back-End Merger; or
- c) the date when statutory buy-out proceedings (*‘uitkoopprocedure’*) are commenced as part of the Back-End Transactions)

On 27 October, additional information on this request was confirmed. The Works Council was informed that Genmab proposed the following directors to be a member of the Board once the Transaction closes:

- President, Chief Executive Officer and Executive Director of the Board:
 - o Jan van de Winkel, Ph.D. (Genmab President and Chief Executive Officer)
- Non-executive directors:
 - o Anthony Pagano (Genmab Executive Vice President and Chief Financial Officer)
 - o Martine van Vugt, Ph.D. (Genmab Executive Vice President and Chief Strategy Officer)
 - o Greg Mueller (Genmab Executive Vice President, General Counsel & Chief Legal Officer)

Following completion of these intended governance changes, it is envisaged that the Board shall therefore consist of the following persons:

Name	Role / Title on the Board
Jan van de Winkel, Ph.D.	President, Chief Executive Officer and Executive Director
Anand Mehra, M.D.	Chairperson and Non-Executive Director
Maxine Gowen, Ph.D.	Non-Executive Director
Anthony Pagano	Non-Executive Director
Martine van Vugt, Ph.D.	Non-Executive Director
Greg Mueller	Non-Executive Director

This request was discussed during the Consultation Meeting held on 20 October and a separate meeting on 27 October, and during the Works Council meetings on 6 October and 22 October. Below you find the outcome.

Outcome
<p><i>After careful review and considerations, the Works Council of Merus N.V. hereby issues a positive advice pursuant to Article 25 of the Dutch Works Councils Act with respect to the (i) contemplated appointment of the executive member on the Board with effect as of the Closing, considering that this person qualifies as ‘director’ (‘bestuurder’) within the meaning of the WCA and (ii) to submit any recommendations the Works Council may have regarding the persons to be appointed as non-executive directors on the Board with effect as of the Closing by Genmab, as described in the Request for Advice dated 3 October 2025.</i></p> <p><i>The Works Council agrees with the rationale provided for the appointments, particularly the extensive experience of Dr. Anand Mehra, M.D. in the life science industry and Dr. Maxine Gowen, Ph.D.’s leadership in biotechnology and clinical drug development. Their qualifications align well with the Board’s profile and the company’s needs. The Works Council believes that the proposed individuals possess the necessary expertise, experience, and leadership qualities to continue contributing positively to the Board and the Company’s strategic objectives in this phase of the Company.</i></p> <p><i>Next to the two proposed non-executive board members originating from Merus’ Board in this Request for Advice, the Works Council has reviewed the profiles of the nominees provided by Genmab. The Works Council agrees with these nominees based on their expertise and success at Genmab and proposes to meet with Dr. Jan van de Winkel, Ph.D. and the other proposed non-executive directors soon after the Closing to further introduce and align on the period ahead.</i></p>

Kind regards,

The Merus N.V. Works Council