

## CONVENING NOTICE

This is the convening notice for the extraordinary meeting of shareholders of Merus N.V. (“**Merus**”) to be held at 15:00 (3:00 p.m.) Central European Time / 9:00 a.m. Eastern Time on December 9, 2025 at the offices of NautaDutilh N.V. (Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands) (the “**EGM**”).

Genmab Holding II B.V., a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of The Netherlands (“**Purchaser**”) and a wholly owned subsidiary of Genmab A/S, a public limited liability company (*Aktieselskab*) organized under the laws of Denmark (“**Genmab**”), has made an offer to purchase all of the issued and outstanding common shares, nominal value €0.09 per share, of Merus (the “**Common Shares**”) in exchange for \$97.00 per Common Share in cash (the “**Offer Consideration**”), without interest and subject to any applicable tax withholding, as contemplated by the transaction agreement, dated September 29, 2025 (as it may be amended, supplemented or otherwise modified from time to time, the “**Transaction Agreement**”, and the transactions contemplated thereby, the “**Transactions**”), by and among Merus, Genmab and Purchaser, on the terms and subject to the conditions set forth in the offer to purchase, dated October 21, 2025 (as it may be amended, supplemented or otherwise modified from time to time, the “**Offer to Purchase**”), and in the related letter of transmittal (as it may be amended or supplemented from time to time, the “**Letter of Transmittal**” and, together with the Offer to Purchase, the “**Offer**”).

Unless the Offer is earlier terminated, the Offer will expire at 5:00 p.m., New York City time, on December 11, 2025 or, if the Offer is extended pursuant to and in accordance with the terms of the Transaction Agreement, the date and time to which the Offer has been so extended (the “**Initial Expiration Time**”, or such later expiration date and time to which the Offer has been so extended, the “**Expiration Time**”). If the conditions to the consummation of the Offer are satisfied or waived (to the extent permitted by the Transaction Agreement and applicable law), on the first business day after the date at which the Offer expires, Purchaser will commence a subsequent offering period (the “**Subsequent Offering Period**”) for a period of at least ten (10) business days to purchase additional Common Shares. Pursuant to the Subsequent Offering Period, Purchaser will offer to purchase such additional Common Shares validly tendered during such Subsequent Offering Period at the Offer Consideration, without interest and subject to any applicable tax withholding (the “**Subsequent Closing**”, and the final date on which Common Shares tendered during the Subsequent Offering Period are accepted for payment and paid for, the “**Subsequent Closing Date**”).

The agenda for the EGM is as follows:

1. Opening
2. Discussion of the Offer (*discussion item*)
3. Proposal 1: Back-End Transactions
  - a. Proposal 1a: Subject to certain conditions and provided that a certain Dutch tax ruling is obtained on or prior to the Subsequent Closing Date, (1) to enter into a statutory merger (*juridische fusie*) under Dutch law pursuant to which Merus, as disappearing company, will merge with and into Merus Merger B.V. (“**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 (*voting item*)

- b. Proposal 1b: Subject to certain conditions and provided that a certain Dutch tax ruling is not obtained ultimately on the Subsequent Closing Date, (1) to amend Merus' articles of association to increase Merus' authorized share capital in one or more tranches, and (2) promptly following the delisting of the Common Shares from the Nasdaq Global Market ("**Nasdaq**"), to convert Merus into a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) and to amend Merus' articles of association (*voting item*)
4. Proposal 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 Merus' board of directors (the "**Merus Board**" or the "**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 (*voting item*)
5. Notice of envisaged appointment of Jan van de Winkel, Ph.D., as executive director of Merus (*discussion item*)
6. Proposal 3: Appointment of Greg Mueller as non-executive director of Merus
  - a. Proposal 3a: Opportunity for shareholders of Merus ("**Merus Shareholders**") to make recommendations at the EGM to Merus' non-executive directors in respect of their nomination to appoint a non-executive director (*voting item*)
  - b. Nomination by Merus' group of non-executive directors of Greg Mueller for appointment as non-executive director of Merus (*discussion item*)
  - c. Proposal 3b: Appointment of Greg Mueller as non-executive director of Merus (*voting item*)
7. Proposal 4: Appointment of Anthony Pagano as non-executive director of Merus
  - a. Proposal 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 (*voting item*)
  - b. Nomination by Merus' group of non-executive directors of Anthony Pagano for appointment as non-executive director of Merus (*discussion item*)
  - c. Proposal 4b: Appointment of Anthony Pagano as non-executive director of Merus (*voting item*)
8. Proposal 5: Appointment of Martine van Vugt, Ph.D., as non-executive director of Merus

- a. Proposal 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 (*voting item*)
  - b. Nomination by Merus' group of non-executive directors of Martine van Vugt, Ph.D., for appointment as non-executive director of Merus (*discussion item*)
  - c. Proposal 5b: Appointment of Martine van Vugt, Ph.D., as non-executive director of Merus (*voting item*)
9. Proposal 6: Non-binding advisory proposal to approve certain compensation arrangements (*voting item*)
  10. Closing

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

After careful consideration of the factors more fully described in the Proxy Statement (as defined below), the Merus Board, among other things, unanimously: (i) determined that, on the terms and subject to the conditions set forth in the Transaction Agreement, the Transaction Agreement, the Offer, the Back-End Transactions and the other Transactions to be consummated by Merus are in the best interests of Merus and the sustainable success of its business, having considered the interests of its shareholders, employees and other relevant stakeholders, (ii) duly authorized and approved the execution and delivery of the Transaction Agreement, the performance by Merus of its obligations under the Transaction Agreement and the consummation by Merus of the Back-End Transactions and the other Transactions to be consummated by Merus, (iii) resolved, subject to the Merus Board's right, in certain circumstances, to effect an Adverse Recommendation Change (as defined in the accompanying proxy statement under the header "*The Offer and the Other Transactions Contemplated by the Transaction Agreement—Transaction Agreements—Transaction Agreement—No Solicitation*"), to support the Offer and the other Transactions, to recommend acceptance of the Offer by Merus' shareholders and to recommend that Merus' shareholders vote "FOR" approval and adoption of the voting items which have been put on the agenda of this EGM (provided that the Merus Board makes no recommendation in respect of Proposals 3a, 4a and 5a), and (iv) resolved that Merus will pursue the Transactions on the terms, and subject to the provisions, of the Transaction Agreement

Please refer to Merus' definitive proxy statement filed with the U.S. Securities and Exchange Commission on November 12, 2025 (the "**Proxy Statement**") for further information with respect to the aforementioned agenda items. The record date for the EGM in respect of Common Shares is November 11, 2025 (the "**Record Date**"). No record date applies in respect of preferred shares in the capital of Merus. Those who, as of the Record Date, are holders of Common Shares or otherwise have voting rights and/or meeting rights with respect to Common Shares (provided, in each case, that they are recorded as such in Merus' shareholders' register or in the register maintained by Merus' U.S. transfer agent) (the "**Persons with Meeting Rights**"), may attend and, if relevant, vote at the EGM.

Persons with Meeting Rights who wish to attend the EGM, in person or represented by proxy, must notify Merus of their identity and intention to attend the EGM by e-mail (addressed to EGM@merus.nl) or in writing (addressed to Merus N.V., c/o Company Secretary, Uppsalalaan 17, 3<sup>rd</sup> & 4<sup>th</sup> floor, 3584 CT Utrecht, the Netherlands). This notice must be received by Merus no later than 16:59 (4:59 p.m.) Central European Time on December 5, 2025 (the "**Cut-off Time**"). Persons with Meeting Rights who

have not complied with this requirement may be refused entry to the EGM. Persons with Meeting Rights may be represented at the EGM through the use of a written or electronically recorded proxy. Proxyholders who wish to attend the EGM should present a copy of their proxy upon entry to the EGM, failing which such proxyholder may be refused entry to the EGM. A proxy form for this purpose can be downloaded from Merus' website (<http://www.merus.nl>).

It is important that your Common Shares be represented regardless of the number of Common Shares you may hold. We urge you to vote your Common Shares or to submit your proxy prior to the EGM. Proxies may be submitted prior to the Cut-off Time via a toll-free telephone number (call 1-800-690-6903) or over the Internet (visit [www.proxyvote.com](http://www.proxyvote.com)), as described in further detail in the enclosed materials, or by signing, dating and mailing the proxy card in the enclosed return envelope. Voting your Common Shares or submitting your proxy, as applicable, will be important for the presence of a quorum at the EGM and will save us the expense of further solicitation. Submitting a proxy will not prevent you from voting your Common Shares at the EGM if you desire to do so, as your proxy is revocable at your option.