

VOTING PROXY

THE UNDERSIGNED

Name : _____

Address : _____

acting on behalf of *(only to be completed if relevant)*

Name : _____

Address : _____

(the "Shareholder").

DECLARES AS FOLLOWS

1. The Shareholder hereby registers for the annual general meeting of shareholders of Merus N.V. to be held on July 20, 2018 (the "AGM") and, for purposes of being represented at the AGM, grants a power of attorney to each civil law notary, candidate civil law notary and lawyer, working at NautaDutilh N.V. (the "Proxyholder").
2. The scope of this power of attorney extends to the performance of the following acts on behalf of the Shareholder at the AGM:
 - a. to exercise the voting rights of the Shareholder in accordance with paragraph 3 below; and
 - b. to exercise any other right of the Shareholder which the Shareholder would be allowed to exercise at the AGM.
3. This power of attorney shall be used by the Proxyholder to exercise the Shareholder's voting rights in the manner directed as set out below. If no choice is specified in respect of one or more agenda items, the Proxyholder shall vote "FOR" such agenda item(s).

<i>Agenda items</i>		<i>For</i>	<i>Against</i>	<i>Abstain</i>
1.	Adoption of the annual accounts over the financial year 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Appointment of the external auditor for the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Release of the Company's directors from liability for the exercise of their duties during the financial year 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Appointment of Mr Russell Greig as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Appointment of Mr Len Kanavy as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of amendment to awards granted under the Company's 2010 employee option plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of amendment to the Non-Executive Director Compensation Program	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8.	Granting authorization to issue shares and to grant rights to subscribe for shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Granting authorization to limit or exclude pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Granting authorization to acquire shares in the Company's capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Granting authorization to revise the call option agreement with the Company's protective foundation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. This power of attorney is granted with full power of substitution.
5. The relationship between the Shareholder and the Proxyholder under this power of attorney is governed exclusively by the laws of the Netherlands.

SIGN HERE

Please return this signed proxy, by no later than on July 13, 2018, via regular mail or e-mail to:

Merus N.V.
c/o Mrs. Anne Noordzij
Yalelaan 62
3584 CM Utrecht
the Netherlands
(A.Noordzij@merus.nl, copy to arief.roelse@nautadutilh.com)