

## CONVENING NOTICE

This is the convening notice for the virtual annual general meeting of shareholders of Merus N.V. (the "**Company**") to be held on May 28, 2021 at 15:00 pm (CEST) / 9:00 am (ET) (the "**AGM**"). In view of the COVID-19 pandemic caused by the novel coronavirus, the AGM will be a completely virtual meeting, without physical attendance of shareholders or others with meeting rights, which will be conducted via live webcast.

The agenda for the AGM is as follows:

1. Opening
2. Discussion of the Dutch statutory annual report over the financial year 2020 (*discussion item*)
3. Adoption of the Dutch statutory annual accounts over the financial year 2020 (*voting item*)
4. Explanation of the dividend and reservation policy (*discussion item*)
5. Appointment of the external auditor for the financial year 2021 for purposes of Dutch law (*voting item*)
6. Release of the Company's directors from liability for the exercise of their duties during the financial year 2020 (*voting item*)
7. Appointment of Maxine Gowen, Ph.D. as non-executive director (*voting item*)
8. Authorization of the Company's board of directors to acquire shares (or depository receipts for such shares) in the Company's capital (*voting item*)
9. Articles Amendment A - Approval of amendment of Articles of Association to increase authorized share capital and authorization to implement such amendment (*voting item*)
10. Articles Amendment B - Approval of amendment of Articles of Association to include U.S. federal forum selection clause and authorization to implement such amendment (*voting item*)
11. Closing

Please see the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on [April 29], 2021 (the "**Proxy Statement**") for more details on the agenda items for the AGM and on how to access the AGM through electronic means of communication.

No business shall be voted on in respect of the AGM, except such items as included in the above-mentioned agenda.

The record date for the AGM in respect of common shares in the capital of the Company is April 30, 2021 (the "**Record Date**"). No record date applies in respect of preferred shares in the capital of the Company. Those who are (i) holders of common shares in the capital of the Company, or who otherwise have voting rights and/or meeting rights with respect to common shares in the Company's capital, on

the Record Date and (ii) holders of preferred shares in the capital of the Company, or who otherwise have voting rights and/or meeting rights with respect to preferred shares in the Company's capital on the date of the AGM, in each case provided that they are recorded as such in the Company's shareholders' register and/or in the register maintained by the Company's U.S. transfer agent (the "**Persons with Meeting Rights**") may virtually attend the AGM and exercise their voting rights on the voting items as included in the above-mentioned agenda prior to the AGM.

Persons with Meeting Rights who wish to virtually attend the AGM, or be represented by proxy, must notify the Company of their identity and intention to virtually attend the AGM by sending notice to that effect to the Company by e-mail (addressed to A.Noordzij@merus.nl) or by post (addressed to Merus N.V., c/o Company Secretary, Yalelaan 62, 3584 CM Utrecht, the Netherlands). This notice must be received by the Company no later than on 16:59 (4:59) p.m. (CEST) on May 25, 2021 (the "**Cut-off Time**"). Persons with Meeting Rights who have not complied with this requirement may be refused virtual attendance to the AGM. Persons with Meeting Rights may have themselves represented at the AGM through the use of a written or electronically recorded proxy. Proxyholders who wish to virtually attend the AGM should provide a copy of their proxy by e-mail (addressed to A.Noordzij@merus.nl) or in writing (addressed to Merus N.V., c/o Company Secretary, Yalelaan 62, 3584 CM Utrecht, the Netherlands) prior to the Cut-off Time, failing which the proxyholder concerned may be refused virtual attendance to the AGM. A proxy form for this purpose can be downloaded from the Company's website (<http://www.merus.nl>).

Persons with Meeting Rights may submit questions on the topics included in the above-mentioned agenda to the Company up to 72 hours prior to the AGM by e-mail (addressed to A.Noordzij@merus.nl) or by post (addressed to Merus N.V., c/o Company Secretary, Yalelaan 62, 3584 CM Utrecht, the Netherlands). Questions submitted in a timely fashion shall be answered ultimately during the AGM and such answers shall be published on the Company's website or shall be made accessible to shareholders through other electronic means of communication.

It is important that your shares be represented regardless of the number of shares you may hold. As you will not be able to vote during the AGM, we urge you to vote your shares prior to the AGM or to submit your proxy prior to the Cut-off Time. Proxies may be submitted prior to the Cut-off Time via a toll-free telephone number (call 1-800-690-6903), over the Internet (visit [www.proxyvote.com](http://www.proxyvote.com)), or by signing, dating and mailing the proxy card, in each case as described in further detail in the Proxy Statement.