

## PROFILE FOR THE NON-EXECUTIVE DIRECTORS

### MERUS N.V.

#### INTRODUCTION

##### Article 1

- 1.1** This profile sets out the general principles applicable to the size, composition and independence of the group of Non-Executive Directors.
- 1.2** This profile shall be posted on the Website.

#### DEFINITIONS AND INTERPRETATION

##### Article 2

- 2.1** Unless otherwise defined in these rules, capitalised terms shall have the meanings ascribed to them in the Board Rules.

- 2.2** Without prejudice to Article 2.1, in these rules the following definitions shall apply:

<b>Article</b>	An article of this profile.
<b>Board of Directors</b>	The board of directors of Merus N.V.
<b>Board Rules</b>	The rules concerning the organisation, decision-making and other internal matters of the Board of Directors.
<b>Shareholder Representative</b>	A Non-Executive Director who (himself or through any of his Family Members): <ul style="list-style-type: none"><li><b>a.</b> holds 10% or more of the Company's issued share capital, individually or together with other shareholders on the basis of an express or tacit, verbal or written agreement; or</li><li><b>b.</b> is a managing director, supervisory director, executive director, non-executive director or other representative of a shareholder which (i) holds 10% or more of the Company's issued share capital and (ii) is not a group company of the Company.</li></ul>

- 2.3** Terms that are defined in the singular have a corresponding meaning in the plural.

- 2.4** Words denoting a gender include each other gender.

## COMPOSITION OF THE GROUP OF NON-EXECUTIVE DIRECTORS

### Article 3

- 3.1** The group of Non-Executive Directors consists of at least three and at most seven Non-Executive Directors.
- 3.2** In order to ensure that the group of Non-Executive Directors is properly composed, recommendations, nominations and proposals for the appointment of a Non-Executive Director shall be made taking into account the general principles described below in this Article 3.
- 3.3** Each Non-Executive Director should be capable of assessing the broad outline of the Company's overall management. In addition, the group of Non-Executive Directors shall be composed of individuals who are knowledgeable and have relevant experience and expertise in one or more of the following areas:
- a.** the industry in which the Company operates;
  - b.** general management;
  - c.** finance, administration and accounting;
  - d.** strategy;
  - e.** marketing and sales;
  - f.** manufacturing and production;
  - g.** innovation, research and development;
  - h.** safety and environment;
  - i.** human resources, personnel and organisation;
  - j.** information technology; and/or
  - k.** legal affairs.
- 3.4** Each Non-Executive Director shall be expected to have the following competences and qualities:
- a.** integrity;
  - b.** the ability to act critically and independently;
  - c.** the ability to promote and protect the interests of the Company, its business and its stakeholders;
  - d.** awareness of international trends in society, economy and politics;
  - e.** a track record of proven success;
  - f.** analytical, critical and solution-oriented;
  - g.** having sufficient time at his disposal to perform his duties properly;

- h.** willingness to follow induction and training programmes and to be periodically evaluated;
  - i.** ambition for continuous improvement; and
  - j.** willingness to be appointed as a member of one or more Committees.
- 3.5** The majority of the Non-Executive Directors, including the Chairman, shall be independent for purposes of the Dutch Corporate Governance Code. Out of the non-independent Non-Executive Directors:
  - a.** no more than one Non-Executive Director shall be non-independent for reasons other than being a Shareholder Representative; and
  - b.** there shall be no more than one Shareholder Representative for each shareholder holding 10% or more of the Company's issued share capital.
- 3.6** The Chairman shall not be a former Executive Director.

## **AMENDMENTS AND DEVIATIONS**

### **Article 4**

Pursuant to a resolution to that effect, the group of Non-Executive Directors may amend or supplement this profile and allow temporary deviations from this profile.

## **GOVERNING LAW AND JURISDICTION**

### **Article 5**

This profile shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this profile shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam.