

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
MERUS N.V.
JUNE 30, 2020

Minutes of the annual general meeting of shareholders of Merus N.V., a public limited liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its corporate seat at Utrecht, the Netherlands (the "**Company**"), held on June 30, 2020 at 2:00 pm (CEST) at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands (the "**Meeting**").

The Meeting was attended by Mr. Bill Lundberg, the Company's President, Chief Executive Officer and Principal Financial Officer, Ms. Anne Noordzij, the Company's Head of Legal Europe, Mr. Paul van der Bijl, civil law notary and legal counsel of the Company and Ms. Sanne Mesu, legal counsel to the Company.

The Meeting had been convened with due observance of all relevant provisions of applicable law and the Company's articles of association.

At the Meeting for all agenda items (except for agenda item 5), 24,131,512 shares in the Company's capital were represented, representing 83.093% of the Company's issued share capital. For agenda item 5, 24,899,239 shares in the Company's capital were represented at the Meeting, representing approximately 85.737% of the Company's issued share capital.

The attendees of the Meeting indicated that they had no questions or comments with respect to the items included on the agenda for the Meeting.

After having put all voting items on the agenda for the Meeting to a vote, it was concluded that all voting items on the agenda were passed by the requisite majority.

The Meeting was closed.

(signature page follows)

Signature page to the minutes of the annual general meeting of Merus N.V. held on June 30, 2020

/s/ S.A. Lundberg

S.A. Lundberg
Chairman

/s/ A. Noordzij

A. Noordzij
Secretary