

CONVENING NOTICE

This is the convening notice for the annual general meeting of shareholders of Merus N.V. (the "**Company**") to be held on June 30, 2020 at 14:00 pm (CEST) / 8:00 am (ET) at the offices of NautaDutilh N.V. (address: Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands) (the "**AGM**").

The agenda for the AGM is as follows:

1. Opening
2. Discussion of the Dutch statutory annual report over the financial year 2019 (*discussion item*)
3. Adoption of the Dutch statutory annual accounts over the financial year 2019 (*voting item*)
4. Explanation of the dividend and reservation policy (*discussion item*)
5. Appointment of the external auditor for the financial year 2020 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 2019 (*voting item*)
7. Re-appointment of Mark Iwicki as non-executive director (*voting item*)
8. Re-appointment of Gregory D. Perry as non-executive director (*voting item*)
9. Appointment of Paolo Pucci as non-executive director (*voting item*)
10. Approval of the amendment of the terms applicable to options granted under the Company's 2010 employee option plan to remove the pre-defined windows during which such options may be exercised (*voting item*)
11. Granting authorization to acquire shares (or depository receipts for such shares) in the Company's capital (*voting item*)
12. Approval of the amendment of the Company's Non-Executive Director Compensation Program ("**NED Program**") to remove the limit on the number of shares that may be awarded to a non-executive director for initial and annual awards under the NED Program. The number of shares subject to such awards will continue to be determined by the grant date fair value set forth in the NED Program (*voting item*)
13. Closing

Please see the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on June 2, 2020 (the "**Proxy Statement**") for more details on the agenda items for the AGM.

No business shall be voted on at 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 June 2, 2020 (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 or in the register maintained by the Company's U.S. transfer agent, may attend and, if relevant, vote at the AGM (the "**Persons with Meeting Rights**").

Persons with Meeting Rights who wish to attend the AGM, in person or represented by proxy, must notify the Company in writing or by e-mail of their identity and intention to 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 June 29, 2020 (the "**Cut-off Time**"). Persons with Meeting Rights who have not complied with this requirement may be refused entry 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 attend the AGM should present a copy of their proxy upon entry to the AGM, failing which the proxyholder concerned may be refused entry to the AGM. A proxy form for this purpose can be downloaded from the Company's website (<http://www.merus.nl>).

It is important that your shares be represented regardless of the number of shares you may hold. We urge you to vote your shares or, if you do not plan to attend the AGM, to submit your proxy. 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), or by signing, dating and mailing the proxy card, in each case as described in further detail in the Proxy Statement.

Please see our Proxy Statement for information on measures the Company might take with respect to the AGM given the outbreak of the COVID-19 pandemic caused by the novel coronavirus.