

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>GOWEN MAXINE</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Merus N.V. [MRUS]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2025</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| C/O MERUS N.V. UPPSALALAN 17 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>UTRECHT P7 3584 CT</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Share Option (right to buy) | \$41.6 | 12/12/2025 | | D | | | 13,193 | (1)(2) | 05/22/2035 | Common Shares | 13,193 | \$0 | 0 | D | |
| Share Option (right to buy) | \$48.73 | 12/12/2025 | | D | | | 8,844 | (1)(2) | 05/07/2034 | Common Shares | 8,844 | \$0 | 0 | D | |
| Share Option (right to buy) | \$23.29 | 12/12/2025 | | D | | | 14,414 | (1)(2) | 06/08/2033 | Common Shares | 14,414 | \$0 | 0 | D | |
| Share Option (right to buy) | \$18.56 | 12/12/2025 | | D | | | 16,604 | (1)(2) | 05/31/2032 | Common Shares | 16,604 | \$0 | 0 | D | |
| Share Option (right to buy) | \$21.15 | 12/12/2025 | | D | | | 12,240 | (1)(2) | 05/28/2031 | Common Shares | 12,240 | \$0 | 0 | D | |
| Share Option (right to buy) | \$13.06 | 12/12/2025 | | D | | | 7,957 | (1)(2) | 10/23/2030 | Common Shares | 7,957 | \$0 | 0 | D | |

Explanation of Responses:

- On September 29, 2025, Merus N.V. (the "Issuer") entered into a transaction agreement (as it may be amended, supplemented or otherwise modified from time to time, the "Transaction Agreement") with Genmab A/S ("Genmab") and its wholly owned subsidiary, Genmab Holding II B.V. (the "Purchaser"). Pursuant to the terms of the Transaction Agreement, the Purchaser commenced a tender offer for all the issued and outstanding common shares, par value EUR 0.09 per share (the "Shares"), of the Issuer (the "Offer"), and, on December 12, 2025 (the "Acceptance Time"), the Purchaser accepted all of the Shares that were validly tendered and not properly withdrawn pursuant to the Offer as of the Acceptance Time in exchange for a cash payment equal to \$97.00 per Share, without interest and less applicable withholding taxes (the "Offer Consideration"), which Offer Consideration will be paid as soon as practicable following the Acceptance Time.
- This option was cancelled pursuant to the Transaction Agreement in exchange for cash (without interest and net of applicable withholding tax and other applicable deductions) in an amount equal to the product of (i) the amount by which the Offer Consideration exceeds the applicable exercise price per Share of such option and (ii) the aggregate number of Shares underlying such option.

/s/ Peter Silverman as attorney-in-fact 12/12/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see instruction 6 for procedure.

