

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

MERUS N.V.

INTRODUCTION

Article 1

- 1.1 This charter, together with the relevant provisions of the Board Rules, govern the organization, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Board Rules.
- 1.2 This charter is complementary to, and subject to, the Company's articles of association, the Board Rules, and applicable laws and regulations.
- 1.3 This charter shall be posted on the Website.

DEFINITIONS AND INTERPRETATION

Article 2

- 2.1 Unless otherwise defined in this charter, capitalized terms shall have the meanings ascribed to them in the Board Rules.
- 2.2 Without prejudice to Article 2.1, the following definitions shall apply in this charter:

Board of Directors	The board of directors of Merus N.V.
Board Rules	The rules concerning the organization, decision-making and other internal matters of the Board of Directors.
CEO	The Company's Chief Executive Officer
Committee	The nomination and corporate governance committee established by the Board of Directors.
Committee Chairman	The chairman of the Committee.
Committee Member	A member of the Committee.
Company	Merus N.V. and its subsidiaries.
- 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

Article 3

- 3.1 The Committee consists of at least two Non-Executive Directors, with the exact number to be determined by the Board of Directors.
- 3.2 The Committee Members shall be appointed and dismissed by the Board of Directors.

- 3.3** More than half of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code and all of the Committee Members shall be independent within the meaning of Nasdaq Rule 5605(a)(2), subject to any available exception.
- 3.4** Unless the Board of Directors elects a Committee Chairman, the Committee shall elect a Committee Member to be the Committee Chairman. The Committee may dismiss the Committee Chairman, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chairman.

DUTIES AND ORGANIZATION

Article 4

- 4.1** In addition to those duties delegated to the Committee in this charter, the Board of Directors may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee can validly pass resolutions in respect of matters that fall under the tasks and duties allocated to the Committee.
- 4.2** The Committee is charged with, and shall be able to pass resolutions relating to, the following matters:
- a.** drawing up selection criteria and appointment procedures for the Directors;
 - b.** reviewing the size and composition of the Board of Directors and submitting proposals for the composition profile of the Board of Directors;
 - c.** reviewing the functioning of individual Directors and reporting on such review to the Board of Directors;
 - d.** overseeing the process on annual self-evaluation of the Board of Directors to determine whether it and its committees are functioning effectively;
 - e.** drawing up a plan for the succession of Directors;
 - f.** working with the CEO to evaluate the Company's succession plans for the CEO and other executive officers, including an emergency succession plan for the CEO;
 - g.** submitting proposals for (re)appointment of Directors;
 - h.** supervising the policy of the Board of Directors regarding the selection criteria and appointment procedures for the Company's senior management; and
 - i.** to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- 4.3** In addition to the duties and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this charter, the purposes of the Committee, the Company's articles of association, the Board Rules, and applicable laws and regulations.
- 4.4** The Committee shall have the sole authority to retain and terminate any search firm to be used

to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of any search firm engaged by the Committee.

- 4.5 The Committee shall regularly report on its deliberations and findings to the Board of Directors.
- 4.6 The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.
- 4.7 The Committee shall periodically evaluate its own performance.

AMENDMENTS AND DEVIATIONS

Article 5

Pursuant to a resolution to that effect, the Board of Directors may amend or supplement this charter and allow temporary deviations from this charter.

GOVERNING LAW AND JURISDICTION

Article 6

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