

# SHAREHOLDER DIALOGUE POLICY

## MERUS N.V.

### INTRODUCTION

#### Article 1

- 1.1 This document sets out the Company's policy concerning Shareholder Dialogue.
- 1.2 This policy is complementary to, and subject to, the Company's articles of association, the internal rules of the Board of Directors and applicable laws and regulations.
- 1.3 This policy shall be posted on the Website.

### DEFINITIONS AND INTERPRETATION

#### Article 2

- 2.1 In this policy the following definitions shall apply:

<b>Article</b>	An article of this policy.
<b>Board of Directors</b>	The Company's board of directors.
<b>CEO</b>	The Company's Chief Executive Officer.
<b>Company</b>	Merus N.V.
<b>Director</b>	A member of the Board of Directors.
<b>General Meeting</b>	The Company's general meeting of shareholders.
<b>Shareholder Dialogue</b>	A dialogue between the Company on the one hand and one or more of its shareholders on the other hand, outside the General Meeting.
<b>Website</b>	The Company's website.

- 2.2 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.3 Words denoting a gender include each other gender.
- 2.4 Except as otherwise required by law, the term "in writing" includes the use of electronic means of communication.

### SHAREHOLDER DIALOGUE

#### Article 3

- 3.1 The Company endorses the importance of dialogue and regular interaction between the Company and its shareholders. Shareholders are encouraged to attend and exercise their voting rights at General Meetings. The Board of Directors shall provide the General Meeting with information requested by the General Meeting, unless this would be inconsistent with an overriding interest of the Company. If the Board of Directors decides not to provide information requested by the General Meeting, they shall communicate the motivation for their decision to the General Meeting.

- 3.2** Circumstances may occur when Shareholder Dialogue taking place outside a General Meeting could be conducive to the interests of the Company and its business. The Company may initiate Shareholder Dialogue or engage in Shareholder Dialogue initiated or requested by one or more shareholders.
- 3.3** Without prejudice to the general rule that the Board of Directors shall be guided by the interests of the Company and of the business connected with it in performing their duties, the Company shall be free:
- a.** to reject a request for Shareholder Dialogue;
  - b.** to terminate Shareholder Dialogue at any point in time; and
  - c.** not to initiate Shareholder Dialogue.
- 3.4** In order to enable the Company to assess whether Shareholder Dialogue initiated or requested by one or more shareholders could be in the Company's best interests, the Company may request such shareholder(s) to provide the Company in advance, and in writing, with all relevant information regarding the purpose of the Shareholder Dialogue so requested (including the topic(s) of such Shareholder Dialogue), and the views of such shareholder(s) on the matters to be discussed during such Shareholder Dialogue.
- 3.5** To the extent possible and practicable, the Company shall be represented by at least one Director (or another individual designated by the Board of Directors) in any Shareholder Dialogue.
- 3.6** The Company may involve its Investor Relations department in any Shareholder Dialogue, as well as such other officers of the Company and/or advisors as the Company deems appropriate.
- 3.7** The CEO shall regularly (and at least annually) inform and consult the Board of Directors on the process and content of any relevant Shareholder Dialogue.

## **AMENDMENTS AND DEVIATIONS**

### **Article 4**

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

## **GOVERNING LAW AND JURISDICTION**

### **Article 5**

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