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**MERUS N.V.**

**NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

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*This Nomination and Corporate Governance Committee Charter is effective as per 18 May 2016.*

**1. Introduction**

The Nomination and Corporate Governance Committee is established by the Supervisory Board in accordance with article 20 paragraph 4 of the Articles. This Nomination and Corporate Governance Committee Charter includes terms of reference indicating the role and responsibility of the Nomination and Corporate Governance Committee.

Defined terms in this Nomination and Corporate Governance Committee Charter shall have the meaning as described thereto in the Rules of the Supervisory Board.

**2. Purpose**

The purpose of the Nomination and Corporate Governance Committee is to assist the Supervisory Board in identifying individuals qualified to become members of the Management Board or Supervisory Board and in developing the Company's corporate governance principles.

**3. Composition**

3.1 The members of the Nomination and Corporate Governance Committee shall consist of Supervisory Board members. The members of the Nomination and Corporate Governance Committee shall be appointed by the Supervisory Board on the basis of a recommendation by the Nomination and Corporate Governance Committee.

3.2 The number of members of the Nomination and Corporate Governance Committee shall be determined by the Supervisory Board, but shall consist of no fewer than two members.

3.3 Unless the Supervisory Board elects a chairman of the Nomination and Corporate Governance Committee, the Nomination and Corporate Governance Committee shall elect a chairman by majority vote.

3.4 The Supervisory Board may replace or remove any member of the Nomination and Corporate Governance Committee at any time, with or without cause. Resignation, suspension or removal of a member of the Supervisory Board who is also a member of the Nomination and Corporate Governance Committee shall automatically constitute his or her resignation, suspension or removal, as applicable, from the Nomination and Corporate Governance Committee.

#### 4. **Responsibilities**

- 4.1 In addition to any other responsibilities which may be assigned from time to time by the Supervisory Board, the Nomination and Corporate Governance Committee shall be responsible for the following matters. The full Supervisory Board remains responsible for all decisions taken, even if prepared and resolved by the Nomination and Corporate Governance Committee.

##### Selection criteria and appointment procedures

- 4.2 The Nomination and Corporate Governance Committee shall draw up the selection criteria and appointment procedures for members of the Management Board and Supervisory Board. In relation to the selection criteria for the Supervisory Directors, the Nomination and Corporate Governance Committee shall take the Supervisory Board Profile into account.
- 4.3 Except where the Company is legally required by applicable law, the Articles or otherwise to provide third parties with the right to nominate members of the Management Board and/or Supervisory Board, the Nomination and Corporate Governance Committee shall be responsible for recommending to the Supervisory Board the nominees for election (whether appointment or reappointment) as Supervisory Directors or members of the Management Board.
- 4.4 The Nomination and Corporate Governance Committee shall be responsible for recommending to the Supervisory Board the Supervisory Directors to be appointed to each committee of the Supervisory Board.
- 4.5 The Nomination and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify Supervisory Directors or members of the Management Board nominees, including the authority to approve the search firm's fees and other retention terms. The Nomination and Corporate Governance Committee is empowered, without further action by the Supervisory Board, to cause the Company to pay the compensation of any search firm engaged by the Nomination and Corporate Governance Committee.

##### Assessments

- 4.6 The Nomination and Corporate Governance Committee shall periodically, but in any event annually, assess the size and composition of the Management Board and the Supervisory Board, and shall make a proposal for a composition profile of the Supervisory Board.
- 4.7 The Nomination and Corporate Governance Committee shall periodically, but in any event annually, assess the functioning of individual members of the Management Board and the Supervisory Board, and report on this to the Supervisory Board.

##### Supervising policies

- 4.8 The Nomination and Corporate Governance Committee shall supervise the policy of the Management Board on the selection criteria and appointment procedures for senior management.

Corporate Governance

- 4.9 The Nomination and Corporate Governance Committee shall develop and recommend to the Supervisory Board rules of procedure for the Supervisory Board. The Nomination and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such rules of procedure and recommend any proposed changes to the Supervisory Board for approval.

Reporting

- 4.10 The Nomination and Corporate Governance Committee shall report regularly to the Supervisory Board.

**5. Meetings**

- 5.1 The Nomination and Corporate Governance Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but not less frequently than quarterly. These meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, provided that none of the members of the Nomination and Corporate Governance Committee object to this decision making process.
- 5.2 The Nomination and Corporate Governance Committee may pass all resolutions by simple majority of the votes cast.
- 5.3 The Nomination and Corporate Governance Committee shall decide whether, and if so, when the members of the Management Board, other members of the Supervisory Board and/or any professional retained by the Company to render advice to the Company, should attend its meetings.

**6. General**

Performance

- 6.1 Periodically, but at least annually, the Nomination and Corporate Governance Committee shall evaluate its own performance and report the results of such evaluation to the Supervisory Board.

Charter

- 6.2 The Nomination and Corporate Governance Committee shall review and reassess the adequacy of this Nomination and Corporate Governance Committee Charter annually and

recommend to the Supervisory Board any amendments or modifications to the charter that the Nomination and Corporate Governance Committee deems appropriate.

Amendments

- 6.3 Any amendments to this Nomination and Corporate Governance Committee Charter shall be resolved upon by the Supervisory Board, irrespective of whether such changes are proposed by the Nomination and Corporate Governance Committee.

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