

RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

MERUS N.V.

INTRODUCTION

Article 1

- 1.1** This charter, together with the relevant provisions of the Board Rules, governs the composition and organization, tasks and duties as well as 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.

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:
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|---------------------------|--|
| 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. |
| Committee | The research and development committee established by the Board of Directors. |
| Committee Chairman | The chairman of the Committee. |
| Committee Member | A member of the Committee. |
- 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.

MISSION STATEMENT

Article 3

The Committee shall exercise oversight and evaluation of (i) the Company's technology, research and development strategy, (ii) the Company's pipeline, (iii) the Company's platform, (iv) the operations and effectiveness of the research, development and clinical departments and, (v) such

other matters which fall under the tasks and duties allocated to the Committee, as included in Article 5.

COMPOSITION & ORGANIZATION

Article 4

- 4.1** The Committee consists of at least two Non-Executive Directors, with the exact number to be determined by the Board of Directors.
- 4.2** The Committee Members shall be appointed and dismissed by the Board of Directors and be comprised of members determined by the Board of Directors to have appropriate scientific, medical or other relevant expertise.
- 4.3** 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).
- 4.4** 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.
- 4.5** The Committee shall meet at least twice each year and at such other times as it deems necessary to fulfil its responsibilities. The Committee may invite to its meetings other directors, Company management and any other such persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings anyone with a personal interest in a matter on the agenda.
- 4.6** The Committee shall have the authority to obtain advice and assistance from, and approve the fees and retention terms of, internal and external scientific experts and consultants to advise the Committee.

TASKS AND DUTIES

Article 5

- 5.1** The Committee is charged with the following tasks and duties:
 - a. reviewing the Company's research and development strategy as well as the Company's long term strategic goals and objectives, and monitoring the Company's progress in achieving such goals and objectives;
 - b. reviewing and discussing the effectiveness and competitiveness of the Company's position and strategies in relation to emerging scientific and technology trends and activities relevant to the success of the Company's research, development, platform and pipeline;

- c. reviewing the quality, direction and competitiveness of the Company's research and development;
- d. reviewing the organization, resources and capabilities of the Company's research, development and clinical departments;
- e. providing counsel and know-how to Company's management in the area of research and development;
- f. advising the Board of Directors on scientific, technological and research and development matters;
- g. submitting clear and understandable proposals to the Board of Directors concerning the matters which fall under the tasks and duties of the Committee as included in this Article;
- h. carrying out any other tasks as the Board of Directors deems necessary or appropriate.

5.2 The Committee shall regularly report on its deliberations and findings to the Board of Directors.

AMENDMENTS AND DEVIATIONS

Article 6

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 7

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.