QIAGEN N.V.

(a public company with limited liability (naamloze vennootschap) incorporated under the laws of the Netherlands, with its corporate seat in Venlo, the Netherlands)

Admission to trading on the Frankfurt Stock Exchange of up to 42,234,783 ordinary shares with a nominal value of EUR 0.01 per share

This prospectus is published in connection with the application by Qiagen N.V. (the "**Company**") for admission to trading (the "**Admission**") of 42,234,783 ordinary shares with a nominal value of EUR 0.01 per share (the "**New Shares**") on the Prime Standard Segment (a segment with additional post-admission obligations) of the Regulated Market (*Geregelter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*, the "**Frankfurt Stock Exchange**").

This prospectus is not published in connection with any offer of securities by or on behalf of Qiagen N.V. to the public in the European Economic Area.

Of the New Shares, 37,121,743 shares were issued as consideration for the shares in the capital of Digene Corporation ("**Digene**") which were acquired by Qiagen in its tender offer (the "**Offer**") for each issued and outstanding share of Digene common stock. The remaining 5,113,040 New Shares will be issued as consideration for the Digene shares which have been acquired by Qiagen in the merger following the Offer (the "**Merger**"). Both the Offer and the Merger occurred in connection with the acquisition of Digene (the "**Acquisition**"). For more information on the Acquisition, see "Acquisition of Digene Corporation" beginning on page 64 of this prospectus.

As of the date of this prospectus, 149,770,000 ordinary shares of the Company are admitted to trading on the Frankfurt Stock Exchange under the trading symbol "**QIA**". Ordinary shares of the Company are also traded on the NASDAQ Global Select Market under the symbol "**QGEN**". Subject to delay in the settlement of the Merger, trading in the New Shares is expected to commence within 90 days of the date of this prospectus. The first trading dates for the New Shares issued in connection with the Offer and the New Shares issued in connection with the Merger may be different.

See "Risk Factors" beginning on page 7 for a description of factors that should be carefully considered before investing in any of the Company's ordinary shares.

This document constitutes a prospectus for the purposes of Article 3 of the Directive 2003/71/EC (the "**Prospectus Directive**") and has been prepared in accordance with Article 5:9 of the Financial Markets Supervision Act and the rules promulgated thereunder. This prospectus has been approved by the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*, the "**AFM**"), and the AFM will provide the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, the "**BaFin**") with a notification of such approval together with a copy of this prospectus including a German translation of the prospectus summary.

Financial Advisor to the Company in connection with the Acquisition

Goldman, Sachs & Co.

Date of this prospectus:6 August 2007

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SUMMARY

*This summary should be read in conjunction with, and is qualified in its entirety by, reference to the more detailed information and the financial statements and notes thereto contained elsewhere in this prospectus, including, but not limited to, the risks as set out in "Risk Factors". This summary is not complete and does not contain all the information that you should consider in connection with any decision relating to an investment in any of the Company's ordinary shares. This summary must be read as an introduction to this prospectus, and any decision to invest in any of the Company's ordinary shares should be based on a consideration of this prospectus as a whole. Civil liability will attach to the Company in any state party to the European Economic Area (an "**EEA State**") in respect of this summary, including any translation hereof, only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this prospectus. Where a claim relating to information contained in this prospectus is brought before a court in an EEA State under the national legislation of the EEA State where the claim is brought, the plaintiff may, under the national legislation of the state where the claim is brought, have to bear the costs of translating this prospectus before the legal proceedings are initiated.*

Overview

We believe that we are the world's leading provider of innovative technologies and products for pre-analytical sample preparation and linked molecular assay solutions. This belief is based on the nature of our products and technologies and on our United States and European market shares. We operate exclusively in life sciences-related industries, and develop, manufacture and market a broad portfolio of proprietary technologies and products, which meet the needs of markets, including academic and industrial research, applied testing and molecular diagnostics. Our products are sold to academic research markets, and to leading pharmaceutical and biotechnology companies, as well as to diagnostics laboratories. We employ more than 1,900 people worldwide. We sell our products through a dedicated sales force and a global network of distributors in more than 40 countries.

Our products standardize workflows and enable customers to reliably and rapidly process samples from collection through purification of the target molecule, such as nucleic acids or proteins, without using hazardous reagents or expensive equipment.

We have developed or acquired a core set of technologies to provide a comprehensive approach to pre-analytical sample processing. These technologies can be used alone or in combination to achieve the best solution for a given application. In particular, our proprietary technologies for magnetic particle-based purification, solid-phase anion-exchange purification and selective adsorption to silica particles or membranes significantly enhance nucleic acid purification, the most difficult, critical, and labor intensive step in nucleic acid isolation. We believe that our technologies represent substantial advances in the speed, reliability, and ease of use of nucleic acid separation and purification procedures and the purity and yield of the resulting nucleic acids. We believe that we are the world's leading provider in the business of sample preparation with a market share of approximately 70%.

The Acquisition

On 3 June 2007, the Company, Qiagen North American Holdings, Inc. and Qiagen Merger Sub, LLC entered into a merger agreement (the "**Merger Agreement**") with Digene Corporation. Subject to the terms and conditions of the Merger Agreement, Qiagen launched a tender offer to acquire each issued and outstanding share of Digene common stock followed by the Merger.

Pursuant to the terms of the Merger Agreement, Digene stockholders could elect to receive in exchange for each share of Digene common stock either 3.545 ordinary shares in the share capital of the Company (and any cash to be paid in lieu of fractional shares) or USD 61.25. However, not more than 55% of the shares of Digene common stock tendered in the Offer could be exchanged for cash, and not more than 45% of the shares of Digene common stock tendered in the Offer could be exchanged for Qiagen shares. The terms of the Merger Agreement provided for proration and allocation procedures to achieve this result.

The Offer to acquire any shares of Digene common stock in the Offer was conditional upon Digene stockholders having validly tendered and not properly withdrawn prior to the expiration of the Offer at least 50.1% of the fully

diluted shares of Digene common stock (the number of outstanding shares plus shares reserved for issuance under outstanding equity awards).

After completion of the Offer, the Company has caused Digene to complete a merger with and into Qiagen Merger Sub, LLC, in which outstanding shares of Digene common stock that were not exchanged in the Offer have been converted into the right to receive 3.545 ordinary shares of the Company or USD 61.25 in cash, subject to the same election and pro rata allocation procedures as those applicable to Digene shares tendered in the Offer. Appraisal rights are available in the Merger.

The Acquisition of all shares of Digene common stock was completed on 30 July 2007. 37,121,743 New Shares have been issued as consideration for the shares of Digene common stock which were acquired by Qiagen in the Offer. The New Shares to be issued by the Company as consideration for the shares of Digene common stock which were acquired by Qiagen in the Merger have not yet been issued.

After also the New Shares in connection with the Merger will have been issued, the Company's shareholders will own approximately 78% of the combined company on a fully diluted basis, and Digene stockholders will own approximately 22%.

Digene History and Business Description

Digene develops, manufactures and markets DNA and RNA tests, with a focus on molecular diagnostics and women's health. Digene's primary product, the Digene® HPV (human papillomavirus) Test, screens for the presence of high-risk types of the virus that have been shown to be the cause of cervical cancer. The Digene HPV Test is the only test for HPV that is both FDA-approved and CE-marked. This addresses one of the largest and most rapidly expanding market segments in women's health and molecular diagnostics.

Digene's product portfolio also includes tests for the detection of other sexually transmitted infections, including chlamydia and gonorrhea. Digene has received regulatory approval from the FDA with respect to these tests. Digene's tests are marketed in more than 40 countries worldwide.

Digene's goal is to to develop and commercialize gene-based testing systems for women's cancers and infectious diseases. Its strategy is to leverage both its position as a pioneer in the HPV testing market and its Hybrid Capture® technology to develop additional tests for the early detection of disease.

Digene owns or has license rights to over 170 patents and patent applications worldwide. Its most significant patent rights relate to its Hybrid Capture technology and HPV types. Through Digene's owned patents, exclusive and non-exclusive license agreements and the public domain, Digene has rights or access to all 13 of the commonly recognized high-risk HPV types.

Digene has a manufacturing facility and corporate headquarters in Gaithersburg, Maryland. Digene has over 500 employees and subsidiaries in Brazil, France, Italy, Germany, Spain, Switzerland and the United Kingdom.

Background to and Rationale for the Acquisition

Qiagen believes it is a leading provider of sample and assay technologies for biological targets, such as DNA, RNA and proteins. Through its technology-leading positions, as well as through catalytic acquisitions, Qiagen has created a molecular diagnostics franchise, with approximately USD 150 million in annual sales in 2007. Qiagen offers a broad portfolio of molecular diagnostic tests, which are available subject to regulatory approval in many countries of the world.

The strategic rationale for the Acquisition is the combination of Qiagen's technology portfolio and its breadth of molecular diagnostic tests with Digene's HPV test systems. The joint franchises link virology with oncology, thereby creating an exceptional platform to add next-generation and high-value molecular diagnostic products and strategically position the company for future growth. It is consistent with Qiagen's strategy to expand the leadership in sample and assay technologies. The Acquisition provides Qiagen with many ways to drive top-line and bottom-line growth, such as access to new channels with existing and new products and combined technology, resources and infrastructure to provide greater operating strengths.

Qiagen is able to build on the successful partnership which it has had with Digene for more than a decade. The companies have collaborated on various projects, such as Digene's current Rapid Capture® System, which Qiagen co- developed and manufactures. By accelerating this existing and productive working relationship, the companies anticipate future growth opportunities. Value drivers for Qiagen and the combined entity include:

- Digene's highly focused strategy in molecular diagnostics ("**MDx**") is a natural fit into Qiagen 's strategy;
- Significant value creation to Qiagen shareholders and contribution to Qiagen's growth profile;
- A leading position in the field of HPV testing;
- HPV testing is large and fastest growing segment in MDx with over USD 1 billion market potential;
- A leading IP position of Digene in HPV - a virus with more than 100 subtypes, of which approximately 13 are high-risk;
- HPV bridges Qiagen's virology leadership into the fast-growing oncology segment;
- The HPV assay creates significant value for Qiagen's platforms and assay breadth;
- Significant regulatory position - Digene has the only FDA-approved test for HPV;
- Creates a market and technology leading player in MDx with over USD 350 million of molecular diagnostics revenues;
- Accretive to growth in revenues;
- Industry-leading sales channel with over 300 employees in molecular diagnostics sales;
- Platform for expansion of assay portfolio and other growth opportunities;
- Expands opportunities across diagnostics, applied testing, pharma and research customers;
- Technology development and commercialization partners for more than a decade;
- Similar cultures of focus and excellence;
- Rapid integration expected due to a long-standing relationship and geographic proximity.

Risk Factors

The following is a summary of what we believe are the essential risks associated with our industry, our business and the Company's ordinary shares. It should be noted that this is not a summary of all the risks associated with our industry, our business and the Company's ordinary shares. A more detailed discussion can be found elsewhere in this prospectus.

Risks Related to Our Business and Industry

- An inability to manage our growth, manage the expansion of our operations, or successfully integrate acquired businesses could adversely affect our business;
- We may not achieve the anticipated benefits of acquisitions of technologies and businesses;
- Our continued growth is dependent on the development and success of new products;

- Our operating results may vary significantly from period to period;
- We depend on patents and proprietary rights that may fail to protect our business;
- The combined company's growth will also depend on continued increases in acceptance of HPV screening by physicians and laboratories;
- We are subject to risks associated with patent litigation;
- The combined company may encounter significant competition as a result of the expiration of patents or other intellectual property matters concerning its HPV test and tests developed by its competitors;
- Exchange rate fluctuations may adversely affect our business;
- Our ability to accurately forecast our results during each quarter may be negatively impacted by the fact that a substantial percentage of our sales may be recorded in the final weeks or days of the quarter;
- Competition in the life sciences market could reduce sales;
- We rely on collaborative commercial relationships to develop some of our products;
- We have made investments in and are expanding our business into emerging markets and regions, which exposes us to new risks;
- Our business in countries with a history of corruption and transactions with foreign governments increase the risks associated with our international activities;
- Our success depends on the continued employment of our key personnel, any of whom we may lose at any time;
- Our business may require substantial additional capital, which we may not be able to obtain on terms acceptable to us, if at all;
- Our strategic equity investments may result in losses;
- We have a significant amount of long-term debt which may adversely affect our financial condition;
- The time and expense needed to obtain regulatory approval and respond to changes in regulatory requirements could adversely affect the combined company's ability to commercially distribute its products and generate revenue therefrom;
- Risk of price controls is a threat to our profitability;
- If more third-party health insurance payors do not adequately reimburse for the combined company's HPV test products, the use of the combined company's HPV test products may not increase, thus negatively affecting our ability to grow our revenues.

Risks Related to the Acquisition

- If we are not successful in integrating our organizations, we will not be able to operate efficiently after the merger;
- Integrating our companies may divert management's attention away from our operations;

- We may incur costs to integrate Digene into Qiagen;
- Failure to retain key employees could diminish the benefits of the merger.

Risks Related to the Company's Ordinary Shares

- Our ordinary shares may have a volatile public trading price;
- Holders of our ordinary shares will not receive dividend income;
- Shareholders who are United States residents could be subject to unfavorable tax treatment;
- Future sales of our ordinary shares could adversely affect our stock price;
- Holders of our ordinary shares outside the Netherlands may not be able to exercise pre-emption rights;
- Provisions of the Company's articles of association and Dutch law and an option we have granted may make it difficult to replace or remove management and may inhibit or delay a takeover.

Corporate Information

Qiagen N.V. is a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, with registration number 12036979. The Company's corporate seat is in Venlo, the Netherlands and the Company's registered office is at Spoorstraat 50, 5911 KJ Venlo, the Netherlands and our telephone number there is +31 (0) 77 320 8400.

The Admission

Issuer	Qiagen N.V., a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, with its corporate seat in Venlo, the Netherlands.
New Shares	We will apply for up to 42,234,783 newly issued ordinary shares with a nominal value of EUR 0.01 per share each to be admitted to trading on the Frankfurt Stock Exchange, of which 37,121,743 New Shares were issued as consideration in the Offer and 5,113,040 will be issued as consideration in the Merger, which issue is expected to take place within 90 days of the date of this prospectus, subject to delay in the settlement of the Merger.
Existing Shares	At the date of this prospectus, the Company has 187,925,064 ordinary shares outstanding, each with a nominal value of EUR 0.01.
First Trading Date	Subject to delay in the settlement of the Merger, trading in the New Shares is expected to commence within 90 days of the date of this prospectus. The first trading dates for the New Shares issued in connection with the Offer and the New Shares issued in connection with the Merger may be different.
Issue Dates	The Acquisition of Digene by Qiagen was completed on 30 July 2007. The New Shares to be issued as consideration in the Offer were issued on 3 August 2007. The New Shares to be issued as consideration in the Merger are expected to be issued within 90 days of the date of this prospectus, subject to delay in the settlement of the Merger.
Dividends	The Company does not anticipate paying any dividends for the foreseeable future. See "Dividend Policy".
Voting Rights and Ranking	Holders of the Company's ordinary shares will be entitled to one vote per share at general meetings of shareholders. The rights of holders of New Shares will rank *pari passu* with each other and with all other ordinary shares with respect to voting rights and distributions.
Taxation	Any dividends paid on the New Shares will generally be subject to Dutch withholding tax. See "Taxation — Taxation in the Netherlands — Withholding Tax".
Paying and Depositing Agent for the Admission	Deutsche Bank AG, Taunusanlage 12, 60325 Frankfurt am Main, Germany
Share Trading Information	ISIN: NL 0000240000 German Securities Identification Number (WKN): 901626 Common Code: 007994915 Trading Symbol: QIA

RISK FACTORS

You should carefully review and consider the following risk factors, as well as all other information set forth in this prospectus, before making an investment in the Company's ordinary shares. Some of the following risks relate principally to the industry in which we operate and our business in particular. Other risks relate to the securities markets and to ownership of the Company's ordinary shares. The occurrence of any of the risks described in these risk factors could significantly and negatively affect our business, financial condition and results of operations and/or the trading price of the shares. The risks that our business faces could also lead to our expectations with regard to risks or other forward-looking statements being inaccurate. If any of the following risks materialize, the market price of the Company's ordinary shares could fall, and you could lose all or part of your investment. The order in which the following risks are presented is not intended to be an indication of their probability of occurrence or the magnitude of their potential effects. Additional risks not known to us or that we do not currently consider material may also adversely affect our business, financial condition and results of operations and cause the market price of the shares to fall.

Risks Related to Our Business and Industry and to the Combined Business after the Acquisition

An inability to manage our growth, manage the expansion of our operations, or successfully integrate acquired businesses could adversely affect our business.

Our business has grown rapidly, with total net revenues increasing from USD 216.8 million in 2000 to USD 465.8 million in 2006. In 2002, we opened a research and manufacturing facility in Germantown, Maryland and manufacturing and administration facilities in Germany. Additionally, we have made several acquisitions and are likely to make more. The successful integration of acquired businesses requires a significant effort and expense across all operational areas, including sales and marketing, research and development, manufacturing, finance and administration and information technologies.

In 2003 and 2004, as part of a restructuring of our US operations, we relocated certain administrative, sales and marketing functions to our Maryland facility. Our earlier expansion of facilities in Maryland and Germany added production capacity and increased fixed costs. These higher fixed costs will continue to be a cost of production in the future, and until we more fully utilize the additional capacity of the facilities, our gross profit will be negatively impacted. We have also upgraded our operating and financial systems and expanded the geographic area of our operations, resulting in the hiring of new employees, as well as increased responsibility for both existing and new management personnel. The rapid expansion of our business and addition of new personnel may place a strain on our management and operational systems.

Our future operating results will depend on the ability of our management to continue to implement and improve our research, product development, manufacturing, sales and marketing and customer support programs, enhance our operational and financial control systems, expand, train and manage our employee base, integrate acquired businesses, and effectively address new issues related to our growth as they arise. There can be no assurance that we will be able to manage our recent or any future expansion or acquisition successfully, and any inability to do so could have a material adverse effect on our results of operations.

We may not achieve the anticipated benefits of acquisitions of technologies and businesses.

During the past several years we have acquired a number of companies, through which we have gained access to technologies and products that complement our internally developed product lines. In the future, we may acquire additional technologies, products or businesses to expand our existing and planned business. Acquisitions would expose us to the addition of new operating and other risks including the risks associated with the:

- assimilation of new technologies, operations, sites and personnel;
- application for and obtaining of regulatory approvals or other clearances;
- diversion of resources from our existing business and technologies;

- inability to generate revenues to offset associated acquisition costs;
- inability to maintain uniform standards, controls, and procedures;
- inability to maintain relationships with employees and customers as a result of any integration of new management personnel;
- issuance of dilutive equity securities;
- incurrence or assumption of debt;
- additional expenses associated with future amortization or impairment of acquired intangible assets or potential businesses; or
- assumption of liabilities or exposure to claims against acquired entities.

Our failure to address the above risks successfully in the future may prevent us from achieving the anticipated benefits from any acquisition in a reasonable time frame, or at all.

Our continued growth is dependent on the development and success of new products.

The market for certain of our products and services is only about fifteen years old. Rapid technological change and frequent new product introductions are typical in this market. Our future success will depend in part on continuous, timely development and introduction of new products that address evolving market requirements. We believe successful new product introductions provide a significant competitive advantage because customers make an investment of time in selecting and learning to use a new product, and are reluctant to switch thereafter. To the extent that we fail to introduce new and innovative products, we may lose market share to our competitors, which will be difficult or impossible to regain. An inability, for technological or other reasons, to successfully develop and introduce new products could reduce our growth rate or otherwise damage our business. In the past, we have experienced, and are likely to experience in the future, delays in the development and introduction of products. We cannot assure you that we will keep pace with the rapid rate of change in life sciences research, or that our new products will adequately meet the requirements of the marketplace or achieve market acceptance. Some of the factors affecting market acceptance of new products include:

- availability, quality and price relative to competitive products;
- the timing of introduction of the product relative to competitive products;
- scientists' opinions of the products' utility;
- citation of the product in published research;
- regulatory trends; and
- general trends in life sciences research, applied markets and molecular diagnostics.

The expenses or losses associated with unsuccessful product development activities or lack of market acceptance of our new products could materially adversely affect our business, financial condition and results of operations.

Our operating results may vary significantly from period to period.

Our operating results may vary significantly from quarter to quarter and from year to year, depending on factors such as the level and timing of our customers' research and commercialization efforts, timing of our customers' funding, the timing of our research and development and sales and marketing expenses, the introduction of new products by us or our competitors, competitive conditions, exchange rate fluctuations and general economic

conditions. Our expense levels are based in part on our expectations as to future revenues. Consequently, revenues or profits may vary significantly from quarter to quarter or from year to year, and revenues and profits in any interim period will not necessarily be indicative of results in subsequent periods.

We depend on patents and proprietary rights that may fail to protect our business.

Our success will depend to a large extent on our ability to develop proprietary products and technologies and to establish and protect our patent and trademark rights in these products and technologies. As of 31 December 2006, we owned 89 issued patents in the United States, 56 issued patents in Germany and 327 issued patents in other major industrialized countries. In addition, at 31 December 2006, we had 452 pending patent applications and we intend to file applications for additional patents as our products and technologies are developed. However, the patent positions of technology-based companies, including Qiagen, involve complex legal and factual questions and may be uncertain, and the laws governing the scope of patent coverage and the periods of enforceability of patent protection are subject to change. In addition, patent applications in the United States are maintained in secrecy until patents issue, and publication of discoveries in the scientific or patent literature tend to lag behind actual discoveries by several months. Therefore, no assurance can be given that patents will issue from any patent applications that we own or license or, if patents do issue, that the claims allowed will be sufficiently broad to protect our technology. In addition, no assurance can be given that any issued patents that we own or license will not be challenged, invalidated or circumvented, or that the rights granted thereunder will provide us competitive advantages.

Upon consummation of the Offer and the subsequent Merger, the combined company holds Digene's patent estate, which consists of approximately 170 issued patents and patent applications. All of the foregoing applies to such patents and proprietary rights as well.

Certain of our products incorporate patents and technologies that are licensed from third parties. These licenses impose various commercialization, sublicensing and other obligations on us. Our failure to comply with these requirements could result in the conversion of the applicable license from being exclusive to non-exclusive in nature or, in some cases, termination of the license. In addition, our competitive position may suffer if competitors develop products and technologies protected by patents, trademarks, licenses or other forms of intellectual property protection. Technologies over which our competitors hold intellectual property rights may either be unavailable to us or be available to us only on unfavorable terms. If we are unable to obtain licenses on commercially favorable terms in the future, our ability to develop, manufacture and market products and technologies may be adversely affected.

We also rely on trade secrets and proprietary know-how, which we seek to protect through confidentiality agreements with our employees and consultants. There can be no assurance that any confidentiality agreements that we have with our employees, consultants, outside scientific collaborators and sponsored researchers and other advisors will provide meaningful protection for our trade secrets or adequate remedies in the event of unauthorized use or disclosure of such information. There also can be no assurance that our trade secrets will not otherwise become known or be independently developed by competitors.

Digene has in-licensed patents to a number of cancer-causing human papillomavirus ("**HPV**") types, which, together with the patents to cancer-causing HPV types that Digene owns, provides Digene with a competitive advantage. The combined company may lose this competitive advantage if these licenses terminate or if the patents licensed thereunder expire or are declared invalid.

We currently engage in, and may continue to engage in, collaborations with academic researchers and institutions. There can be no assurance that under the terms of such collaborations, third parties will not acquire rights in certain inventions developed during the course of the performance of such collaborations.

The combined company's growth will also depend on continued increases in acceptance of HPV screening by physicians and laboratories.

The growth and success of the combined company's ability to increase sales of HPV test products depends upon continued increasing acceptance by physicians and laboratories of HPV screening as a necessary part of the standard of care for cervical cancer screening and, more specifically, of Digene's HPV test products as a primary cervical cancer screening method, in conjunction with Pap tests, independent of Pap tests, and in conjunction with the

implementation of HPV vaccinations. Pap tests have been the principal means of cervical cancer screening since the 1940s. Technological advances designed to improve quality control over sample collection and preservation and to reduce the Pap test's susceptibility to human error may increase physician reliance on the Pap test and solidify its market position as the most widely used screen for cervical cancer. Currently, approximately 60 million Pap tests are performed annually in the United States and Digene believes that 60 to 100 million are performed annually in the rest of the world. Women with normal Pap tests do not undergo follow-up treatment beyond routine Pap testing. Follow-up testing and treatment is based on the classification of the Pap test result. An equivocal, or ASC-US (Atypical Squamous Cells of Undetermined Significance), classification is given to Pap test results that cannot be definitively classified as either normal or abnormal; this classification occurs in approximately 5% to 7% of all cases.

HPV testing applies a new gene-based technology and testing approach that is different from the cytology (reviewing cells under a microscope) approach of the Pap test. Digene has expended, and needs to continue to spend, significant resources to educate physicians and laboratories about the patient benefits that can result from using its HPV test products in addition to the Pap test, and to assist laboratory customers in learning how to perform its HPV test products. Using Digene's HPV test products along with the Pap test for primary screening in the United States may be seen by some of these customers as adding unnecessary expense to the generally accepted cervical cancer screening methodology and Digene frequently needs to provide information to counteract this impression on a case-by-case basis. To date, Digene has been able to grow its US revenues from sales of its HPV test products from approximately USD 24,354,000 in fiscal year 2002 to approximately USD 111,746,000 in fiscal year 2006. Digene believes that with these efforts it has captured approximately 18% of the HPV testing market. If Digene is not successful in executing its marketing strategies, it may not be able to significantly grow its market share for HPV testing, and it will not be able to continue to grow its revenues.

During fiscal year 2006, Digene expanded its direct-to-consumer awareness marketing programs because it believes a well educated female population will work with their health care providers to increase the use of the Digene HPV test. The campaign to date involved national print advertisement and focused television advertising in ten locations: Atlanta, Baltimore, Philadelphia, Boston, Chicago, Houston, Dallas, New York City, San Francisco and Washington, D.C. Digene has continued its direct-to-consumer awareness campaign in fiscal year 2007, and moved into other markets in fiscal year 2007. If the combined company is not successful in executing this marketing program, it may not be able to significantly increase the sales of its HPV tests to the extent it desires.

In June 2006, Merck & Co., Inc. received approval from the US Food and Drug Administration ("**FDA**") for a vaccine against HPV types 16 and 18, the high-risk HPV types associated with approximately 70% of cervical cancer cases. Digene anticipates that GlaxoSmithKline will receive FDA approval for an HPV vaccine product during 2007. Digene is working with its physician and laboratory customers and with others to develop and establish the role HPV screening will play in the standard of care for HPV vaccination. If the combined company is not successful in this endeavor, it may not be able to significantly grow the market for HPV screening or increase Digene's HPV test revenues.

Digene's products for the diagnosis of the presence of chlamydia and gonorrhea compete with other FDA-cleared products that detect the presence of such infectious diseases. Digene's marketing activities focus on providing information regarding the accuracy and objective nature of these diagnostic tests, but such activities are time-consuming and expensive. Digene believes the best way to increase its revenues from these products is to educate laboratories and physicians about the ability to run such tests from the same patient sample collected for HPV testing. If it is not successful in executing its marketing strategy, the combined company does not expect to significantly grow its revenues from these products.

We are subject to risks associated with patent litigation.

The biotechnology industry has been characterized by extensive litigation regarding patents and other intellectual property rights. We are aware that patents have been applied for and/or issued to third parties claiming technologies for the separation and purification of nucleic acids that are closely related to those we use. From time to time we receive inquiries requesting confirmation that we do not infringe patents of third parties. We endeavor to follow developments in this field, and we do not believe that our technologies or products infringe any proprietary rights of third parties. However, there can be no assurance that third parties will not challenge our activities and, if so

challenged, that we will prevail. In addition, the patent and proprietary rights of others could require that we alter our products or processes, pay licensing fees or cease certain activities, and there can be no assurance that we will be able to license any technologies that we may require on acceptable terms. In addition, litigation, including proceedings that may be declared by the US Patent and Trademark Office or the International Trade Commission, may be necessary to respond to any assertions of infringement, enforce our patent rights and/or determine the scope and validity of our proprietary rights or those of third parties. Litigation could involve substantial cost, and there can be no assurance that we would prevail in any such proceedings.

The combined company may encounter significant competition as a result of the expiration of patents or other intellectual property matters concerning its HPV test and tests developed by its competitors.

Although Digene has the only fully commercialized and FDA-approved test for the detection of HPV, a significant portion of its HPV-related intellectual property is in the public domain, subject to patents that will begin to expire in the next few years or not licensed to Digene on a sole and exclusive basis. As a result, Digene believes other companies are developing or will develop HPV detection tests in the next few years.

For example, F. Hoffman-La Roche Ltd. (Roche) has publicly announced its ongoing development of a test for the detection of HPV. In April 2004, Roche announced that it launched such test in Europe and in March 2007 announced that the FDA had accepted for review Roche's applications for two HPV tests. In February 2005, Roche announced an agreement with Gen-Probe Incorporated to supply HPV DNA probes to Gen-Probe for its HPV test kits. In June 2002, Institut Pasteur announced that it had transferred its HPV intellectual property estate to Roche, which included an assignment of the cross license between Digene and Institut Pasteur. Based upon the HPV types to which Roche has announced that it acquired access as a result of the transfer by Institut Pasteur, the HPV types covered by Roche's own patents and the HPV types that are publicly available, and despite Digene's continuing exclusive right to certain high risk HPV types, Digene believes Roche may have the ability to develop a HPV test that would be competitive with Digene's HPV test products in its principal markets. Roche has substantially greater resources than the combined company will have. The combined company may not be able to compete successfully against Roche if it markets a HPV test competitive with Digene's HPV test.

Ventana Medical Systems, Inc. is selling an in situ diagnostic test for the detection of HPV. Digene believes Ventana's activities infringe its intellectual property and Digene has initiated patent infringement litigation against Ventana. If Digene is not successful in such litigation, and if Ventana obtains FDA approval for a test competitive with Digene's HPV test products, the combined company may lose HPV testing revenue to Ventana.

Digene is also aware that a significant number of laboratory organizations and other companies are developing and using internally developed, or "home-brew," HPV tests. These tests, although not approved by the FDA or similar non-US regulatory authorities, do offer an alternative to Digene's HPV test products that could limit the laboratory customer base for Digene's products. The combined company will monitor these activities.

Exchange rate fluctuations may adversely affect our business.

Since we currently market our products in over 40 countries throughout the world, a significant portion of our business is conducted in currencies other than the US dollar, our reporting currency. As a result, fluctuations in value relative to the US dollar of the currencies in which we conduct our business have caused and will continue to cause foreign currency transaction gains and losses. Foreign currency transaction gains and losses arising from normal business operations are charged against earnings in the period when incurred. We hedge a portion of the anticipated cash flow that we expect to exchange into other currencies, subject to our short-term financing needs. Due to the number of currencies involved, the variability of currency exposures and the potential volatility of currency exchange rates, we cannot predict the effects of exchange rate fluctuations upon future operating results. While we engage in foreign exchange hedging transactions to manage our foreign currency exposure, there can be no assurance that our hedging strategy will adequately protect our operating results from the effects of future exchange rate fluctuations.

Our ability to accurately forecast our results during each quarter may be negatively impacted by the fact that a substantial percentage of our sales may be recorded in the final weeks or days of the quarter.

The markets we serve are characterized by a high percentage of purchase orders being received in the final few weeks or even days of each quarter. Although this varies from quarter to quarter, many customers make a large portion of their purchase decisions late in each fiscal quarter, as both their budgets and requirements for the coming quarter become clearer. As a result, even late in each fiscal quarter, we cannot predict with certainty whether our revenue forecasts for the quarter will be achieved. Historically, we have been able to rely on the overall pattern of customer purchase orders during prior periods to project with reasonable accuracy our anticipated sales for the current or coming quarters. However, if our customers' purchases during a quarter vary from historical patterns, our final quarterly results could deviate significantly from our projections. Consequently, our revenue forecasts for any given quarter may prove not to have been accurate. We may not have enough information as a result of such patterns to confirm or revise our sales projections during a quarter. If we fail to achieve our forecasted revenues for a particular quarter, our stock price could be adversely affected.

Competition in the life sciences market could reduce sales.

Our primary competition stems from traditional separation, purification and handling methods ("traditional" or "home-brew" methods) that utilize widely available reagents and other chemicals. The success of our business depends in part on the continued conversion of current users of such traditional methods to our nucleic acid separation and purification technologies and products. There can be no assurance, however, as to how quickly such conversion will occur.

We also have experienced, and expect to continue to experience, increasing competition in various segments of our business from companies providing pre-analytical products and other products we offer. The markets for certain of our products are very competitive and price sensitive. Other life science research product suppliers have significant financial, operational, sales and marketing resources, and experience in research and development. These and other companies may have developed or could in the future develop new technologies that compete with our products or even render our products obsolete. If a competitor develops superior technology or cost-effective alternatives to our kits and other products, our business, operating results and financial condition could be materially adversely affected.

We believe that customers in the market for pre-analytical solutions and assay technologies display a significant amount of loyalty to their initial supplier of a particular product. Therefore, it may be difficult to generate sales to customers who have purchased products from competitors. To the extent we are unable to be the first to develop and supply new products, our competitive position will suffer.

Reduction in research and development budgets and government funding may result in reduced sales.

Our customers include researchers at pharmaceutical and biotechnology companies, academic institutions and government and private laboratories. Fluctuations in the research and development budgets of these researchers and their organizations for applications in which our products are used could have a significant effect on the demand for our products. Research and development budgets fluctuate due to changes in available resources, mergers of pharmaceutical and biotechnology companies, spending priorities and institutional budgetary policies. Our business could be seriously damaged by any significant decrease in life sciences research and development expenditures by pharmaceutical and biotechnology companies, academic institutions or government and private laboratories. In addition, short term changes in administrative, regulatory or purchasing-related procedures can create uncertainties or other impediments which can contribute to lower sales.
In recent years, the pharmaceutical biotech industries have undergone substantial restructuring and consolidation. Additional mergers or corporate consolidations in the pharmaceutical industry could cause us to lose existing customers and potential future customers, which could have a material adverse effect on our business, financial condition and results of operations.

A significant portion of our sales have been to researchers, universities, government laboratories and private foundations whose funding is dependent upon grants from government agencies such as the US National Institutes

of Health (the "NIH") and similar domestic and international agencies. Although the level of research funding has increased during the past several years, we cannot assure you that this trend will continue. Government funding of research and development is subject to the political process, which is inherently fluid and unpredictable. The predictability of our revenues may be adversely affected if our customers delay purchases as a result of uncertainties surrounding the approval of government or industrial budget proposals. Also, government proposals to reduce or eliminate budgetary deficits have sometimes included reduced allocations to the NIH and other government agencies that fund research and development activities. A reduction in government funding for the NIH or other government research agencies could seriously and negatively impact our business.

We heavily rely on air cargo carriers and other overnight logistics services.

Our customers within the scientific research markets typically do not keep a significant inventory of Qiagen products and consequently require overnight delivery of purchases. As such, we heavily rely on air cargo carriers such as DHL, FedEx and Panalpina. If overnight services are suspended or delayed and other delivery carriers cannot provide satisfactory services, customers may suspend a significant amount of work requiring nucleic acid purification. If there are no adequate delivery alternatives available, sales levels could be negatively affected.

We depend on suppliers and if shipments from these suppliers are delayed or interrupted, we will be unable to manufacture our products.

We buy materials for our products from many suppliers, and are not dependent on any one supplier or group of suppliers for our business as a whole. However, key components of certain products, including certain instrumentation components and chemicals, are available only from a single source. If supplies from these vendors were delayed or interrupted for any reason, we may not be able to obtain these materials timely or in sufficient quantities or qualities in order to produce certain products and our sales levels could be negatively affected.

We rely on collaborative commercial relationships to develop some of our products.

Our long-term business strategy has included entering into strategic alliances and marketing and distribution arrangements with academic, corporate and other partners relating to the development, commercialization, marketing and distribution of certain of our existing and potential products. There can be no assurance that we will continue to be able to negotiate such collaborative arrangements on acceptable terms, or that any such relationships will be scientifically or commercially successful. In addition, there can be no assurance that we will be able to maintain such relationships or that our collaborative partners will not pursue or develop competing products or technologies, either on their own or in collaboration with others.

Doing business internationally creates certain risks for our business.

Our business involves operations in several countries outside of the United States. Our consumable manufacturing facilities are located in Germany, China, Canada and the United States, and our instrumentation facility is located in Switzerland. We also have established sales subsidiaries in the United States, Germany, Japan, the United Kingdom, France, Switzerland, Australia, Canada, Austria, The Netherlands, Sweden, and Italy. In addition, our products are sold through independent distributors serving more than 40 other countries. Conducting and launching operations on an international scale requires close coordination of activities across multiple jurisdictions and time zones and consumes significant management resources. We have invested heavily in computerized information systems in order to manage more efficiently the widely dispersed components of our operations. We use SAP as our business information system to integrate most of our North American, European, and Japanese subsidiaries.

Our operations are also subject to other risks inherent in international business activities, such as general economic conditions in the countries in which we operate, overlap of different tax structures, unexpected changes in regulatory requirements, compliance with a variety of foreign laws and regulations, and longer accounts receivable payment cycles in certain countries. Other risks associated with international operations include import and export licensing requirements, trade restrictions, exchange controls and changes in tariff and freight rates. As a result of these conditions, an inability to successfully manage our international operations could have a material adverse impact on our operations.

We have made investments in and are expanding our business into emerging markets and regions, which exposes us to new risks.

During 2006 and 2005, we began expanding our business in emerging markets in Asia and we expect to continue to focus on growing our business in these regions. In addition to the currency and international operation risks described above, our international operations are subject to a variety of risks including risks arising out of the economy, the political outlook and the language and cultural barriers in countries where we have operations or do business. In many of these emerging markets, we may be faced with several risks that are more significant than in the other countries in which we have a history of doing business. These risks include economies that may be dependent on only a few products and are therefore subject to significant fluctuations, weak legal systems which may affect our ability to enforce contractual rights, possible exchange controls, unstable governments, privatization actions or other government actions affecting the flow of goods and currency. In conducting our business we move products from one country to another and may provide services in one country from a subsidiary located in another country. Accordingly, we are vulnerable to abrupt changes in customs and tax regimes that may have significant negative impacts on our financial condition and operating results.

Our business in countries with a history of corruption and transactions with foreign governments increases the risks associated with our international activities.

As we operate and sell internationally, we are subject to the US Foreign Corrupt Practices Act ("**FCPA**") and other laws that prohibit improper payments or offers of payments to foreign governments and their officials and political parties by US and other business entities for the purpose of obtaining or retaining business. We have operations and agreements with third parties and make sales in countries known to experience corruption. Further international expansion may involve more exposure to such practices. Our activities in these countries create the risk of unauthorized payments or offers of payments by one of our employees, consultants, sales agents or distributors that could be in violation of various laws including the FCPA, even though these parties are not always subject to our control. It is our policy to implement safeguards to discourage these practices by our employees. However, our existing safeguards and any future improvements may prove to be less than effective, and our employees, consultants, sales agents or distributors may engage in conduct for which we might be held responsible. Violations of the FCPA may result in severe criminal or civil sanctions, and we may be subject to other liabilities, which could negatively affect our business, operating results and financial condition.

Our success depends on the continued employment of our key personnel, any of whom we may lose at any time.

Our senior management consists of an executive committee comprised of our most senior executives responsible for core functions, including the members of our managing board. The Chairman of our executive committee is Mr Peer Schatz, our Chief Executive Officer. The loss of Mr Schatz or any of the members of our executive committee could have a material adverse effect on us. Further, although we have not experienced any difficulties attracting or retaining key management and scientific staff, our ability to recruit and retain qualified skilled personnel will also be critical to our success. Due to the intense competition for experienced scientists from numerous pharmaceutical and biotechnology companies and academic and other research institutions, there can be no assurance that we will be able to attract and retain such personnel on acceptable terms. Our planned activities will also require additional personnel, including management, with expertise in areas such as manufacturing and marketing, and the development of such expertise by existing management personnel. The inability to recruit such personnel or develop such expertise could have a material adverse impact on our operations.

Our business may require substantial additional capital, which we may not be able to obtain on terms acceptable to us, if at all.

Our future capital requirements and level of expenses will depend upon numerous factors, including the costs associated with:

- our marketing, sales and customer support efforts;
- our research and development activities;

- the expansion of our facilities;
- the consummation of possible future acquisitions of technologies, products or businesses;
- the demand for our products and services; and
- the refinancing of debt.

We currently anticipate that our short-term capital requirements will be satisfied by the results of operations. However, we have outstanding loan facilities at 31 December 2006 of approximately USD 496 million, of which USD 6.6 million is due in June 2008, USD 39.6 million is due in annual installments from June 2006 through June 2011, USD 150.0 million which will become due in August 2011, and USD 300.0 million which will become due in May 2013. To the extent that our existing resources are insufficient to fund our activities, we may need to raise funds through public or private debt or equity financings. No assurance can be given that such additional funds will be available or, if available, can be obtained on terms acceptable to us. If adequate funds are not available, we may have to reduce expenditures for research and development, production or marketing, which could have a material adverse effect on our business. To the extent that additional capital is raised through the sale of equity or convertible securities, the issuance of such securities could result in dilution to our shareholders.

Our strategic equity investments may result in losses.

We have made and may continue to make strategic investments in complementary businesses as the opportunities arise. We periodically review the carrying value of these investments for impairment, considering factors such as the most recent stock transactions, book values from the most recent financial statements, and forecasts and expectations of the investee. The results of these valuations may fluctuate due to market conditions and other conditions over which we have no control. Estimating the fair value of non-marketable equity investments in life science companies is inherently subjective. If actual events differ from our assumptions and other than temporary unfavorable fluctuations in the valuations of the investments are indicated, it could require a write-down of the investment. This could result in future charges on our earnings that could materially impact our results of operations. It is uncertain whether or not we will realize any long term benefits from these strategic investments.

We have a significant amount of long-term debt which may adversely affect our financial condition.

We have a significant amount of debt which carries with it significant debt service obligations. A high level of indebtedness increases the risk that we may default on our debt obligations. We cannot assure you that we will be able to generate sufficient cash flow to pay the interest on our debt or that future working capital, borrowings or equity financing will be available to repay or refinance such debt. If we are unable to generate sufficient cash flow to pay the interest on our debt, we may have to delay or curtail our research and development programs. The level of our indebtedness among other things could:

- make it difficult for us to make required payments on our debt;
- make it difficult for us to obtain any necessary financing in the future for working capital, capital expenditures, debt service requirements or other purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we compete; and
- make us more vulnerable in the event of a downturn in our business.

Public debate relating to the ethical, philosophical and religious aspects of scientific and technological developments may lead to increased regulatory barriers, which may adversely affect the demand for our products and prevent us from fulfilling our growth expectations.

We and our customers operate in a highly regulated environment characterized by continuous changes in the governing regulatory framework. Genetic research activities as well as products commonly referred to as "genetically engineered," such as certain food and therapeutic products, are subject to governmental regulation in most developed countries, especially in the major markets for pharmaceutical and diagnostic products (*i.e.*, the European Union, the United States, and Japan). In the recent past, several highly publicized scientific successes (most notably in the areas of genomic research and "cloning") have stirred a public debate in which ethical, philosophical and religious arguments have been raised against an unlimited expansion of genetic research and the use of products developed thereby. As a result of this debate, some key countries might increase the existing regulatory barriers; this, in turn, could adversely affect the demand for our products and prevent us from fulfilling our growth expectations. Furthermore, there can be no assurance that any future changes of applicable regulations will not require further expenditures or an alteration, suspension or liquidation of our operations in certain areas, or even in their entirety.

The time and expense needed to obtain regulatory approval and respond to changes in regulatory requirements could adversely affect the combined company's ability to commercially distribute its products and generate revenue therefrom.

Changes in the existing regulations or adoption of new requirements or policies could adversely affect our ability to sell our approved products or to seek to introduce new products in other countries in the world. Sales volumes of certain of our products in development may be dependent on commercial sales by us or by our customers of diagnostic and pharmaceutical products, which will require pre-clinical studies and clinical trials and other regulatory clearance. Such trials will be subject to extensive regulation by governmental authorities in the United States, including the Food and Drug Administration (FDA), international agencies and agencies in other countries with comparable responsibilities. These trials involve substantial uncertainties and could impact customer demand for our products. In addition, certain of our products, especially products intended for use in in-vitro diagnostics applications, are dependent on regulatory or other clearance. For example, since the European Union Directive 98/79/EC on in vitro diagnostic medical devices, or EU-IvD-D, went into effect on 7 December 2003, all products and kits which are used for in vitro diagnostic applications and which are sold after this date have to be compliant with this European directive. In addition to high risk products such as HIV testing systems (list A of Annex II of the directive) or blood glucose testing systems (list B of Annex II of the directive), nucleic acid purification products which are used in diagnostic workflows are affected by this new regulatory framework. The major goals of this directive are to standardize the diagnostic procedures within the European Union, to increase reliability of diagnostic analysis and to enhance patients' safety through the highest level of product safety. These goals are expected to be achieved by the enactment of a large number of mandatory regulations for product development, production, quality control and life cycle surveillance. Our failing to obtain any required clearance or approvals may significantly damage our business in such segments. Additionally, we may be required to incur significant costs to comply with laws and regulations in the future, and changes or additions to existing laws or regulations may have a material adverse effect upon our business, financial condition and results of operations.

Each of Digene's products and product candidates are medical devices subject to extensive regulation by the FDA under the Federal Food, Drug and Cosmetic Act. Governmental bodies in other countries also have medical device approval regulations which are becoming more extensive. Such regulations govern the majority of the commercial activities Digene performs, including the indications for which Digene's products can be used, product development, product testing, product labeling, product storage, use of Digene's products with other products and the manufacturing, advertising and promotion of Digene's products for the approved indications. Compliance with these regulations is expensive and time-consuming. With respect to Digene's HPV test products, Digene was the first company to obtain approval of regulatory applications for HPV testing in the United States and in many countries in Europe, which adds to Digene's expense and increases the degree of regulatory review and oversight. The expense of submitting regulatory approval applications in multiple countries as compared to the combined company's available resources will impact the decisions it makes about entering new markets.

Each medical device that the combined company wishes to distribute commercially in the United States will likely require either 510(k) clearance or pre-market approval from the FDA prior to marketing the device for in vitro-diagnostic use. Clinical trials related to Digene's regulatory submissions take years to execute and are a significant expense. The 510(k) clearance pathway usually takes from three to twelve months, but can take longer. The pre-market approval pathway is much more costly, lengthy and uncertain. It generally takes from one to three years, but can also take longer. It took Digene more than four years to receive pre-market approval to offer its current generation HPV test product to test for the presence of the HPV in women with equivocal Pap test results and pre-market approval to use the Digene HPV Test as a primary adjunctive cervical cancer screening test to be performed in conjunction with the Pap test for women age 30 and older. With respect to Digene's ongoing efforts, in April 2002, Digene submitted a PMA supplement with the FDA seeking approval of the use of its hc2 HPV Test with TriPath Imaging, Inc.'s SurePath Test Pack sample collection system. In July 2002, Digene received notice from the FDA that the PMA supplement was not approvable as submitted. Digene worked with TriPath Imaging during fiscal year 2004 to complete additional clinical studies and submitted the results of these studies to the FDA in August 2004 for pre-market approval. In February 2005, TriPath Imaging withdrew the PMA supplement after TriPath Imaging and the FDA agreed that additional clinical information and analysis would be required. In December 2005, TriPath Imaging resubmitted its PMAS supporting the use of SurePath specimens with the hc2 HR HPV Test. The FDA is currently reviewing such PMAS, and TriPath Imaging is responding to the FDA's request for information. The regulatory time span increases Digene's costs to develop new products and increases the risk that the combined company will not succeed in introducing or selling new products in the United States.

Digene's cleared or approved devices, including its diagnostic tests and related equipment, are subject to numerous post-market requirements. Digene is subject to inspection and marketing surveillance by the FDA to determine its compliance with regulatory requirements. If the FDA finds that the combined company has failed to comply, it can institute a wide variety of enforcement actions, ranging from a public warning letter to more severe sanctions such as fines, injunctions and civil penalties, recall or seizure of the combined company's products, operating restrictions, partial suspension or total shutdown of production, denial of the combined company's requests for 510(k) clearance or pre-market approval of product candidates, withdrawal of 510(k) clearance or pre-market approval already granted; and criminal prosecution. Any enforcement action by the FDA may also affect the combined company's ability to commercially distribute its products in the United States.

The risk of accidental contamination or injury from hazardous substances cannot be completely eliminated and liability for damages that result of any such accident could have a material adverse effect on us.

We are subject to various laws and regulations generally applicable to businesses in the different jurisdictions in which we operate, including laws and regulations applicable to the handling and disposal of hazardous substances. We do not expect compliance with such laws to have a material effect on our capital expenditures, earnings or competitive position. Although we believe that our procedures for handling and disposing of hazardous materials comply with the standards prescribed by applicable regulations, the risk of accidental contamination or injury from these materials cannot be completely eliminated. In the event of such an accident, we could be held liable for any damages that result, and any such liability could have a material adverse effect on us.

Risk of price controls is a threat to our profitability.

The ability of many of our customers to successfully market their products depends in part on the extent to which reimbursement for the costs of these products is available from governmental health administrations, private health insurers and other organizations. Governmental and other third party payers are increasingly seeking to contain health care costs and to reduce the price of medical products and services. Therefore, the biotechnology, diagnostics and pharmaceutical industries are exposed to the potential risk of price controls by these entities. If there are not adequate reimbursement levels, the commercial success of our customers and, hence, of Qiagen itself, could be adversely affected.

If more third-party health insurance payors do not adequately reimburse for the combined company's HPV test products, the use of the combined company's HPV test products may not increase, thus negatively affecting our ability to grow our revenues.

A significant portion of the sales of Digene's products in the United States and other markets depend, in large part, on the availability of adequate reimbursement to users of its tests from government insurance plans, including

Medicare and Medicaid in the United States, managed care organizations and private insurance plans. Digene believes it has nearly universal coverage from US government payors, third-party payors and managed care entities for its hc2 HPV Test as a follow-up test to categorize equivocal Pap test results. In addition, government payors, third-party payors and managed care entities that provide health insurance coverage to over 225 million people in the United States currently authorize reimbursement for the use of the Digene HPV Test to adjunctively screen women age 30 and older to assess the presence or absence of significant, cancer-causing HPV types. Digene also seeks reimbursement coverage in other countries where it markets its products, particularly in Europe, and receipt of the necessary approvals is time-consuming and expensive. Reimbursement coverage for the Pap test is universal in the United States and in other markets where Digene sells its HPV test products.

Digene has encountered delays in receipt of some European reimbursement approvals and public health funding, which has impacted its ability to grow revenues in these markets.

Despite Digene's success to date, third-party payors are often reluctant to reimburse healthcare providers for the use of medical tests such as Digene's HPV test products that involve new technology. In addition, third-party payors are increasingly limiting reimbursement coverage for medical diagnostic products and, in many instances, are exerting pressure on diagnostic product suppliers to reduce their prices. Thus, third-party reimbursement may not be consistently available or financially adequate to cover the cost of the combined company's products. This could limit the combined company's ability to sell its products, cause it to reduce the prices of its products or otherwise adversely affect its operating results.

Because each third-party payor individually approves reimbursement, obtaining such approvals is a time-consuming and costly process that requires Digene to provide scientific and clinical support for the use of each of its products to each payor separately with no assurance that such approval will be obtained. This process can delay the broad market introduction of new products and could have a negative effect on the combined company's revenues and operating results.

Our business exposes us to potential liability.

The marketing and sale of our products and services for certain applications entail a potential risk of product liability, and, although we are not currently subject to any material product liability claims**,** there can be no assurance that product liability claims will not be brought against us. Further, there can be no assurance that our products will not be included in unethical, illegal or inappropriate research or applications, which may in turn put us at risk of litigation. We currently carry product liability insurance coverage, which is limited in scope and amount, but which we believe is currently appropriate for our purposes. There can be no assurance, however, that we will be able to maintain such insurance at reasonable cost and on reasonable terms, or that such insurance will be adequate to protect us against any or all potential claims or losses.

Our holding company structure makes us dependent on the operations of our subsidiaries.

We were incorporated under Dutch law as a public limited liability company (*naamloze venootschap)* and we are organized as a holding company. Currently, our material assets are the outstanding shares of our subsidiaries. We, therefore, are dependent upon payments, dividends and distributions from our subsidiaries for funds to pay our operating and other expenses and to pay future cash dividends or distributions, if any, to holders of our ordinary shares. The lending arrangements entered into by Qiagen GmbH limits the amount of distributions that can be made by Qiagen GmbH to Qiagen N.V. during the period the borrowings are outstanding. This facility will expire in June 2011. Dividends or distributions by subsidiaries to us in a currency other than the US dollar may result in a loss upon a subsequent conversion or disposition of such foreign currency, including a subsequent conversion into US dollars.

United States civil liabilities may not be enforceable against us.

We are incorporated under the laws of the Netherlands and substantial portions of our assets are located outside of the United States. In addition, certain members of our managing and supervisory boards, our officers and certain experts named herein reside outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon us or such other persons, or to enforce outside the US judgments obtained

against such persons in US courts, in any action, including actions predicated upon the civil liability provisions of US securities laws. In addition, it may be difficult for investors to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon the US securities laws. There is no treaty between the United States and the Netherlands for the mutual recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the federal securities laws, would not be directly enforceable in the Netherlands. However, if the party in whose favor such final judgment is rendered brings a new suit in a competent court in the Netherlands, such party may submit to the Dutch court the final judgment which has been rendered in the United States. If the Dutch court finds that the jurisdiction of the federal or state court in the United States has been based on grounds which are internationally acceptable and that proper legal procedures have been observed, the Dutch court will, in principle, give binding effect to the final judgment which has been rendered in the United States unless such judgment contravenes Dutch principles of public policy. Based on the foregoing, there can be no assurance that US investors will be able to enforce against us, members of our managing or supervisory boards, officers or certain experts named herein who are residents of the Netherlands or countries other than the United States any judgments obtained in US courts in civil and commercial matters, including judgments under the federal securities laws. In addition, there is doubt as to whether a Dutch court would impose civil liability on us, the members of our Managing or supervisory boards, our officers or certain experts named herein in an original action predicated solely upon the federal securities laws of the United States brought in a court of competent jurisdiction in the Netherlands against us or such members, officers or experts, respectively.

Risk Related to the Acquisition

If we are not successful in integrating our organizations, we will not be able to operate efficiently after the merger.

Achieving the benefits of the merger will depend in part on the successful integration of Qiagen's and Digene's operations and personnel in a timely and efficient manner. This integration requires coordination of different research and development teams, marketing personnel and service organizations in multiple countries. This process will be difficult and unpredictable because of possible conflicts and different opinions on how best to run these operations. If we cannot successfully integrate our operations and personnel, we may not realize the expected benefits of the merger and we may experience increased expenses, distraction of our management personnel and customer uncertainty.

Integrating Qiagen and Digene may divert management's attention away from our operations.

Successful integration of Qiagen's and Digene's operations, products and personnel will place an additional burden on our management and our internal resources. Neither Qiagen nor Digene have significant management resources upon which to draw to coordinate the integration of the two companies. As a result, the additional burden could lead to a significant diversion of management attention, which could lead to a decrease in the combined company's operating results and thereby negatively impact the combined company's share price.

We may incur costs to integrate Digene into Qiagen.

Integrating Digene's operations, products and personnel could result in significant costs, including the following:

- employee redeployment, relocation or severance;
- conversion of information systems;
- combining teams and processes in various functional areas; and/or
- reorganization or closures of facilities.

These costs may adversely affect our results of operations.

Failure to retain key employees could diminish the benefits of the merger.

The successful combination of Qiagen and Digene will depend in part on the retention of key personnel of Digene, including senior research and development personnel. There can be no assurance that Qiagen will be able to retain Digene's key management, technical, sales and customer support personnel. Upon completion of the Acquisition, certain members of Digene's management with change in control employment agreements could trigger such agreements, requiring the combined company to pay severance costs. Such costs could be significant.

Risks Related to the Company's Ordinary Shares

Our ordinary shares may have a volatile public trading price.

The market price of the ordinary shares since our initial public offering in September 1996 has increased significantly and been highly volatile. In the period from 1 January 2007 until 3 August 2007, the closing price of our ordinary shares has ranged from a high of USD 18.45 to a low of USD 15.32 on the Nasdaq Global Market System, and a high of EUR 13.95 to a low of EUR 11.80 on the Frankfurt Stock Exchange (Xetra). In addition to overall stock market fluctuations, factors which may have a significant impact on the market price of the common shares include:

- announcements of technological innovations or the introduction of new products by us or our competitors;
- developments in our relationships with collaborative partners;
- quarterly variations in our operating results or those of companies related to us;
- changes in government regulations or patent laws;
- developments in patent or other proprietary rights;
- developments in government spending for life sciences related research; and
- general market conditions relating to the diagnostics, applied testing, pharmaceutical and biotechnology industries.

The stock market has from time to time experienced extreme price and trading volume fluctuations that have particularly affected the market for technology-based companies and that have not necessarily been related to the operating performance of such companies. These broad market fluctuations may adversely affect the market price of our ordinary shares.

Holders of our ordinary shares will not receive dividend income.

We have not paid cash dividends since our inception and do not anticipate paying any cash dividends on our ordinary shares for the foreseeable future. Investors should not invest in our ordinary shares if they are seeking dividend income; the only return that may be realized through investing in our ordinary shares is through the appreciation in value of such shares.

Shareholders who are United States residents could be subject to unfavorable tax treatment.

We may be classified as a "passive foreign investment company" (a "**PFIC**") for US federal income tax purposes if certain tests are met. Our treatment as a PFIC could result in a reduction in the after-tax return to the holders of ordinary shares and would likely cause a reduction in the value of such shares. If we were determined to be a PFIC for US federal income tax purposes, highly complex rules would apply to our US shareholders. We would be considered a PFIC with respect to a US shareholder if for any taxable year in which the US shareholder held the ordinary shares, either (i) 75% or more of our gross income for the taxable year is passive income; or (ii) the average value of our assets (during the taxable year) which produce or are held for the production of passive income is at least 50% of the average value of all assets for such year. Based on our current income, assets and activities, we do

not believe that we are currently a PFIC. No assurances can be made, however, that the Internal Revenue Service (IRS) will not challenge this position or that we will not subsequently become a PFIC.

Future sales of our ordinary shares could adversely affect our stock price.

Future sales of substantial amounts of our ordinary shares in the public market, or the perception that such sales may occur, could adversely affect the market price of the ordinary shares. At the date of this prospectus, the Company has outstanding 187,925,064 ordinary shares. The Company will issue 5,113,040 New Shares as consideration for the shares of Digene common stock acquired in the Merger and will also issue up to 1,000,000 ordinary shares for the shares of eGene common stock which were acquired by Qiagen through a merger which occurred as of 9 July 2007 (for more information on the merger with eGene, Inc, see "Business – History"). In addition, 12 million additional ordinary shares are subject to outstanding stock options and RSUs under the Qiagen stock plan, of which 10.7 million are exercisable. A total of approximately 18.9 million ordinary shares has been reserved and is available for issuances under the Qiagen stock plan, including those shares subject to outstanding stock options and RSUs. Furthermore, approximately 5.0 million ordinary shares in the capital of the Company are subject to outstanding Digene equity awards, which have been assumed by Qiagen in the Acquisition. The resale of ordinary shares issued in connection with the exercise of certain stock options are subject to some restrictions. All of our outstanding ordinary shares are freely saleable except shares held by our affiliates, which are subject to certain limitations on resale. Additionally, holders of notes issued by Qiagen Finance (Luxembourg) S.A. and Qiagen Euro Finance (Luxembourg) S.A. are entitled to convert their notes into approximately 26.9 million ordinary shares, subject to adjustments in certain cases.

The interests of existing shareholders may be diluted through issuance of ordinary shares.

Any additional capital raised by us through the issue of additional ordinary shares may dilute an investor's shareholding interest in us.

Holders of our ordinary shares outside the Netherlands may not be able to exercise pre-emption rights.

In the event of an increase in our share capital, holders of our ordinary shares are generally entitled under Dutch law to full pre-emption rights, unless these rights are excluded either by a resolution of the general meeting of shareholders upon the proposal of our supervisory board, or by a resolution of our supervisory board (if the supervisory board has been granted such authority by the general meeting). See "Description of Share Capital and Corporate Governance". Certain holders of the Company's ordinary shares outside the Netherlands may not be able to exercise pre-emption rights unless local laws have been complied with.

Provisions of the Company's articles of association and Dutch law and an option we have granted may make it difficult to replace or remove management and may inhibit or delay a takeover.

The Company's articles of association provide that our shareholders may only suspend or dismiss our managing and supervisory directors against their wishes with a vote of two-thirds of the votes cast representing more than 50% of the outstanding shares unless the proposal was made by the joint meeting of the supervisory board and the managing board, in which case a simple majority is sufficient. They also provide that if the members of our supervisory board and our managing board have been nominated by the joint meeting of the supervisory board and managing board, shareholders may only overrule this nomination with a vote of two-thirds of the votes cast representing more than 50% of the outstanding shares. Certain other provisions of our articles of association allow us, under certain circumstances, to prevent a third party from obtaining a majority of the voting control of our shares by issuing preference shares. Pursuant to these provisions and pursuant to the resolution adopted by our general meeting on 16 June 2004, our supervisory board is authorized to issue preference shares or grant rights to subscribe for preference shares if (i) a person has (directly or indirectly) acquired or has expressed a desire to acquire, more than 20% of our issued share capital, or (ii) a person holding at least a 10% interest in our share capital has been designated as a hostile person by our supervisory board. If the supervisory board opposes an intended take-over and authorizes the issuance of preference shares, the bidder may withdraw its bid or enter into negotiations with the managing board and /or supervisory board and agree on a higher bid price for our shares.

In 2004, we also granted an option to a foundation (*stichting*), subject to the conditions described in the paragraph above, which allows the foundation to acquire preference shares from us. The option enables the foundation to acquire such number of preference shares as equals the number of our outstanding ordinary shares at the time of the

relevant exercise of the right less one share. When exercising the option and exercising its voting rights on such shares, the foundation must act in our interest and the interests of our stakeholders. The purpose of the foundation option is to prevent or delay a change of control that would not be in the best interests of us and our stakeholders. See "Description of Share Capital and Corporate Governance — Form and Transfer of Shares".

IMPORTANT INFORMATION

No person is or has been authorized to give any information or to make any representation in connection with the Admission, other than as contained in this prospectus, and, if given or made, any other information or representation must not be relied upon as having been authorized by the Company. The delivery of this prospectus at any time after the date hereof will not, under any circumstances, create any implication that there has been no change in our affairs since the date hereof or that the information set forth in this prospectus is correct as of any time since its date.

The Company accepts responsibility for the information contained in this prospectus. To the best of its knowledge and belief, having taken all reasonable care to ensure that such is the case, the information contained in this prospectus is in accordance with the facts and contains no omission likely to affect its import. Potential investors should not assume that the information in this prospectus is accurate as of any other date than the date of this prospectus.

Presentation of Financial Information and Other Information

In this prospectus, "Qiagen", "we", "our", "us" and similar terms refer to Qiagen N.V. and its subsidiaries, excluding Digene and its subsidiaries unless explicitly provided otherwise.

In this prospectus, the "Company" refers to Qiagen N.V.

All references in this prospectus to "EUR", "euro" or "€" refer to the currency introduced at the start of the third stage of the Economic and Monetary Union, pursuant to the Treaty establishing the European Economic Community, as amended by the Treaty on the European Union. All references to "US dollars", "USD" or "$" refer to the lawful currency of the United States.

We have prepared our consolidated financial statements in US dollars. Unless otherwise indicated, information in this prospectus assumes that all references to currency amounts are to US dollars.

Certain monetary amounts and other figures included in this prospectus have been subject to rounding adjustments. Accordingly, any discrepancies in any tables between the totals and the sums of the amounts listed are due to rounding.

This prospectus includes, by means of incorporation by reference, annual financial statements for the years ended 31 December 2006 and 2005 prepared in accordance with IFRS and annual financial statements for the year ended 31 December 2004 prepared in accordance with Dutch GAAP. In addition, the Company has prepared annual financial statements for the years ended 31 December 2006, 2005 and 2004 in accordance with US GAAP, which are also included by reference in this prospectus. For a discussion of the most significant differences between IFRS and US GAAP as they relate to us, see "Discussion of Certain Differences between IFRS and US GAAP".

The financial information included in this prospectus is not intended to comply with the reporting requirements of the SEC. Compliance with such requirements would require the modification or exclusion of certain information presented in this prospectus and the presentation of certain other information not included in this prospectus.

Information from Third Parties

The information in this prospectus that has been sourced from third parties has been accurately reproduced and, as far as we are aware and able to ascertain from the information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading.

Market and Industry Information

Market data and certain industry forecast data used in this prospectus were obtained from internal surveys, reports and studies, where appropriate. While we believe that the market data and industry forecasts used in this prospectus are reliable and accurately extracted by us for the purposes of this prospectus, they have not been independently verified.

No Incorporation of Website

Our web address is *www.qiagen.com*. Neither the content of our website nor the content of any website accessible from hyperlinks on our website is incorporated into, or forms part of, this prospectus.

FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements that reflect our intentions, beliefs or current expectations and projections about our future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies, opportunities and the market in which we operate. Forward-looking statements involve all matters that are not historical fact. We have tried to identify those forward-looking statements by using the words "may", "will", "would", "could", "should", "expect", "intend", "estimate", "anticipate", "believe", "hope", "seek", "plan", "aim", "project", "objective", "goal", "strategy", "target", "continue" and similar expressions or their negatives. Forward-looking statements may be found in sections of this prospectus entitled "Risk Factors", "Operating and Financial Review", "Business", "Dividend Policy" and elsewhere.

These forward-looking statements are subject to risks, uncertainties and assumptions and other factors that could cause our actual results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies or opportunities, as well as those of the markets we serve or intend to serve, to differ materially from those expressed in, or suggested by, these forward-looking statements. Important factors that could cause those differences include, but are not limited to:

- the ability to obtain regulatory approvals of the Acquisition on the proposed terms and schedule;
- the parties may be unable to complete the Acquisition because conditions to closing of the Acquisition may not be satisfied;
- the risk that the businesses will not be integrated successfully;
- the Acquisition may involve unexpected costs or unexpected liabilities;
- the risk that the cost savings and any other synergies from the Acquisition may not be fully realized or may take longer to realize than expected;
- disruption from the Acquisition making it more difficult to maintain relationships with customers, employees or suppliers;
- competition and its effect on pricing, spending, third-party relationships and revenues;
- the need to develop new products and adapt to significant technological change;
- implementation of strategies for improving internal growth;
- use and protection of intellectual property;
- realization of potential future savings from new productivity initiatives;
- general worldwide economic conditions and related uncertainties;
- future legislative, regulatory, or tax changes as well as other economic, business and/or competitive factors;
- the effect of exchange fluctuations on international operations.

Should one or more of these risks or uncertainties materialise, or should any underlying assumptions prove to be incorrect, our actual financial condition or results of operations could differ materially from that described herein as anticipated, believed, estimated or expected. We urge investors to read the sections of this prospectus entitled "Risk Factors", "Operating and Financial Review", and "Business" for a more complete discussion of the factors that could affect our future performance and the industry in which we operate. In light of these risks, uncertainties and assumptions, the forward-looking events described in this prospectus may not occur. Additional risks not known to us or that we do not currently consider material could also cause the forward-looking events discussed in this prospectus not to occur. Except as otherwise required by applicable securities laws and regulations and by any applicable stock exchange regulations, we undertake no obligation to update publicly or revise publicly any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason after the date of this prospectus.

DIVIDEND POLICY

We have not paid any dividends on our common shares since our inception and do not intend to pay any dividends on our common shares in the foreseeable future. We intend to retain our earnings, if any, for the development of our business.

EXCHANGE RATES

The following table sets forth, for the periods indicated, information concerning the noon buying rate for euro, expressed in US dollars per EUR 1.00. The rates set forth below are provided solely for your convenience and were not used by us in the preparation of our financial statements included elsewhere in this prospectus. The "noon buying rate" is the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York. No representation is made that euros could have been, or could be, converted into US dollars at that rate or at any other rate.

	Noon Buying Rate			
	Period End	**Average[1]**	**High**	**Low**
Year:				
2002	1.0485	0.9495	1.0485	0.8594
2003	1.2597	1.1411	1.2597	1.0361
2004	1.3538	1.2478	1.3625	1.1802
2005	1.1844	1.2423	1.3476	1.1667
2006	1.3197	1.2563	1.3327	1.1860
2007 (through 2 August 2007)	1.3693	1.3365	1.3831	1.2904
Month:				
January 2007	1.2998	1.2993	1.3286	1.2904
February 2007	1.3230	1.3080	1.3246	1.2933
March 2007	1.3374	1.3246	1.3374	1.3094
April 2007	1.3660	1.3513	1.3660	1.3363
May 2007	1.3453	1.3518	1.3616	1.3419
June 2007	1.3520	1.3421	1.3526	1.3295
July 2007	1.3711	1.3726	1.3831	1.3592
August 2007 (through 2 August)	1.3693	1.3688	1.3693	1.3682

(1) The average of the noon buying rate for euro on the last business day of each full month during the relevant year or each business day during the relevant month.

CAPITALIZATION

The table below sets forth Qiagen's unaudited capitalization and other data as of 30 June 2007, before completion of the Offer and the Merger. This table should be read together with our consolidated financial statements included in "Historical Financial Information". The table below is prepared for illustrative purposes only and, because of its nature, does not provide an accurate representation of Qiagen's capitalization following completion of the Acquisition.

	30 June 2007
Cash, cash equivalents and marketable securities	479,671,000
Long-term debt, including current portion	490,558,000
thereof secured: USD 27,038,000	
Capital lease obligations, including current position	12,769,000
Shareholder's equity:	
Ordinary shares, EUR 0.01 par value	1,542,000
Authorized-260,000,000 shares	
Issued and outstanding- 150,509,751 shares	
Additional paid-in capital	186,196,000
Retained earnings	381,107,000
Accumulated other comprehensive income	48,399,000
Total shareholders' equity	671,244,000
Total capitalization	1,120,571,000

No portion of the debt is guaranteed by third parties. Pursuant to the purchase agreements for certain acquisitions, the Company could be required to make additional contingent cash payments totalling up to USD 44.6 million, based on the achievement of certain revenue and operating results milestones.

SELECTED HISTORICAL FINANCIAL INFORMATION AND OPERATING DATA

Selected historical financial information Qiagen N.V. (US GAAP) in US dollars

	Years ended 31 December			Three Months ended 31 March
	2006	2005	2004	2007
	(amounts in thousands, except per share data)			
Consolidated Statement of Income Data (US GAAP):				
Net sales	$ 465,778	$ 398,395	$ 380,629	$ 127,879
Cost of sales	139,122	122,755	125,658	38,929
Cost of sales—acquisition and restructuring related	2,046	439	1,454	—
Gross profit	324,610	275,201	253,517	88,950
Operating Expenses:				
Research and development	41,560	35,780	34,351	11,531
Sales and marketing	115,942	94,312	87,506	31,303
General and administrative	48,574	40,123	41,715	13,624
Purchased in-process research and development	2,200	3,239	—	—
Acquisition, integration and related costs	6,061	3,213	572	690
Acquisition related intangible amortization	8,220	3,697	1,416	2,598
Relocation and restructuring costs	1,452	—	3,817	408
Total operating expenses	224,009	180,364	169,377	60,154
Income from operations	100,601	94,837	84,140	28,796
Other income (expense), net	5,467	2,427	(11,453)	221
Income before provision for income taxes	106,068	97,264	72,687	29,017
Provision for income taxes	35,529	35,039	23,982	9,150
Net income	$ 70,539	$ 62,225	$ 48,705	$ 19,867
Basic net income per common share(1)	$ 0.47	$ 0.42	$ 0.33	$ 0.13
Diluted net income per common share(1)	$ 0.46	$ 0.41	$ 0.33	$ 0.13
Weighted average number of common shares used to compute basic net income per common share	149,504	147,837	146,658	150,389
Weighted average number of common shares used to compute diluted net income per common share	153,517	150,172	148,519	156,199
Ratio of earnings to fixed charges	7.09	10.94	9.52	5.68

(1) Computed on the basis described for net income per common share in Note 3 of the Notes to Consolidated Financial Statements in Qiagen's US annual reports for 2006, 2005 and 2004, included in the parts of these reports that are incorporated by reference in this prospectus, see "Documents Incorporated by Reference".

	31 December 2006	31 December 2005	31 December 2004	31 March 2007
		(amounts in thousands)		
Consolidated Balance Sheet Data (US GAAP) in US dollars:				
Cash and cash equivalents	$ 430,357	$ 191,700	$ 196,375	$ 386,070
Working capital	$ 566,660	$ 278,586	$ 299,029	$ 571,016
Total assets	$ 1,212,012	$ 765,298	$ 714,599	$ 1,249,665
Total long-term liabilities, including current portion	$ 536,738	$ 230,086	$ 234,138	$ 537,836
Total shareholders' equity	$ 566,165	$ 450,457	$ 400,376	$ 587,494
Common shares, EUR .01 par value	$ 1,535	$ 1,513	$ 1,495	$ 1,539
Shares outstanding	150,168	148,456	147,020	150,510

Selected consolidated historical financial information Digene Corporation (US GAAP) in US dollars

(in thousands, except per share data)	Fiscal Year Ended 30 June 2006	2005	2004	Three Months ended 31 March 2007
Consolidated Statements of Operations Data (US GAAP): [1]				
Revenues:				
Product sales	$ 150,828	$ 113,219	$ 88,815	$ 52,068
Other revenues	2,060	1,923	1,346	455
Total revenues	152,888	115,142	90,161	52,523
Costs and expenses:				
Cost of product sales	21,888	20,128	16,717	7,169
Royalty and technology	7,572	5,394	1,705	2,738
Research and development	17,922	12,964	10,744	7,238
Selling and marketing	62,815	45,933	34,918	18,507
General and administrative	26,294	20,265	19,298	9,922
Patent litigation settlements	—	21,500	—	—
Total costs and expenses	136,491	126,184	83,382	45,574
Income (loss) from operations	16,397	(11,042)	6,779	6,949
Interest income	3,808	808	459	2,298
Interest expense	(803)	(37)	(184)	(349)
Other income (expense)	(48)	(116)	163	95
Income (loss) from operations before minority interest and income taxes	19,354	(10,387)	7,217	8,993
Minority interest	(142)	(353)	—	(131)
Income (loss) from operations before income taxes	19,212	(10,740)	7,217	8,862
Provision for (benefit from) income taxes	10,773	(2,573)	(14,325)[2]	3,529
Net income (loss)	$ 8,439	$ (8,167)	$ 21,542	$ 5,333
Basic net income (loss) per share[3]	$ 0.39	$ (0.41)	$ 1.13	$ 0.22
Diluted net income (loss) per share[3]	$ 0.38	$ (0.41)	$ 1.04	$ 0.21
Basic weighted average shares outstanding[3]	21,769	19,965	19,144	24,157
Diluted weighted average shares outstanding[3]	22,215	19,965	20,806	24,836

	30 June 2006	30 June 2005	30 June 2004	31 March 2007
Consolidated Balance Sheet Data (US GAAP) in US dollars:				
Working capital	$ 146,841	$ 52,988	$ 61,786	$ 199,837
Total assets	231,886	106,845	103,270	298,992
Long-term debt and obligation, less current maturities	19,773	572	686	22,808
Accumulated deficit	(53,874)	(62,313)	(54,146)	(37,312)
Total stockholders' equity	177,046	79,402	86,063	237,188

(1) Certain amounts have been reclassified to conform to current presentation.
(2) Includes the partial reversal of the deferred tax valuation allowance approximating $14.9 million.
(3) Computed on the basis described in Note 2 of Notes to Consolidated Financial Statements in Digene's annual reports for 2006, 2005 and 2004, included in the parts of these reports that are incorporated by reference in this prospectus, see "Documents Incorporated by Reference".

Qiagen N.V. and subsidiaries consolidated balance sheets (IFRS) in US dollars

	31 December 2006	31 December 2005	31 December 004
Assets			
Current Assets:			
Cash and cash equivalents	430.871.000	191.978.000	196.684.000
Current available-for-sale assets	52.782.000	15.000.000	30.153.000
Notes receivable	4.247.000	4.283.000	4.630.000
Trade accounts receivable	80.429.000	63.538.000	66.098.000
Inventories	64.085.000	53.653.000	60.164.000
Income taxes receivable	2.901.000	4.161.000	3.551.000
Prepaid expenses and other current assets	24.906.000	23.812.000	12.629.000
Total current assets	660.221.000	356.425.000	373.909.000
Non-Current Assets:			
Property, plant and equipment	214.410.000	188.796.000	209.004.000
Goodwill	149.816.000	82.734.000	47.497.000
Intangible assets	153.971.000	97.288.000	50.920.000
Non-current available-for-sale assets	6.801.000	10.504.000	5.414.000
Deferred income taxes	37.223.000	26.271.000	22.469.000
Investments in equity-accounted investees	3.169.000	1.457.000	571.000
Other non-current assets	8.761.000	10.405.000	6.867.000
Total non-current assets	574.151.000	417.455.000	342.742.000
Total assets	1.234.372.000	773.880.000	716.651.000
Liabilities and Shareholders' Equity			
Current Liabilities:			
Current financial debts	8.642.000	6.746.000	7.594.000
Current finance lease obligations	823.000	995.000	1.201.000
Trade accounts payable	23.249.000	15.934.000	19.260.000
Provisions	5.017.000	1.971.000	14.658.000
Income taxes payable	14.142.000	15.173.000	10.305.000
Accrued expenses and other current liabilities	55.169.000	43.866.000	25.699.000
Total current liabilities	107.042.000	84.685.000	78.717.000
Non-Current Liabilities:			
Non-current financial debts	403.547.000	159.821.000	161.000.000
Non-current finance lease obligations	12.009.000	11.101.000	13.737.000
Deferred income taxes	62.129.000	31.909.000	25.772.000
Liabilities from equity-accounted investees	0	0	1.836.000
Other non-current liabilities	5.725.000	3.108.000	7.750.000
Total non-current liabilities	483.410.000	205.939.000	210.095.000

Shareholders' Equity Attributable to Equity Holders of the Parent:			
Common shares, EUR 0,01 par value: Authorized--260.000.000 shares Issued and outstanding--150.167.540 shares in 2006, 148.455.864 shares in 2005 and 147.020.207 in 2004	1.535.000	1.513.000	1.495.000
Share premium	327.226.000	265.143.000	234.144.000
Retained earnings	273.312.000	199.999.000	151.877.000
Other reserves	1.114.000	1.096.000	(838.000)
Cumulative foreign currency translation adjustments	40.733.000	15.505.000	41.161.000
Total shareholders' equity attributable to equity holders of the parent	643.920.000	483.256.000	427.839.000
Total liabilities and shareholders' equity	1.234.372.000	773.880.000	716.651.000

Qiagen N.V. and subsidiaries consolidated income statements (IFRS)

	Year ended 31 December 2006	Year ended 31 December 2005	Year ended 31 December 2004
Revenues	465.778.000	398.395.000	380.399.000
Cost of sales	(139.122.000)	(123.503.000)	(126.324.000)
Cost of sales-restructuring related	(2.046.000)	(439.000)	(1.454.000)
Gross profit	324.610.000	274.453.000	252.621.000
Operating Expenses:			
Research and development	(38.441.000)	(36.228.000)	(33.080.000)
Sales and marketing	(118.028.000)	(101.845.000)	(93.697.000)
General and administrative	(48.597.000)	(50.364.000)	(51.810.000)
Acquisition, integration and related costs	(6.061.000)	(3.213.000)	(572.000)
Relocation and restructuring costs	(4.943.000)	0	(3.818.000)
Total operating expenses	(216.070.000)	(191.650.000)	(182.977.000)
Income from operations	108.540.000	82.803.000	69.644.000
Other Income (Expense):			
Financial income	16.424.000	7.557.000	2.889.000
Financial expense	(21.227.000)	(9.641.000)	(7.219.000)
Forreign currency gains (losses), net	(660.000)	(157.000)	(68.000)
Loss from equity method investments	981.000	(1.076.000)	(2.294.000)
Other income (expense), net	(364.000)	676.000	(8.544.000)
Total other income (expense)	(4.846.000)	(2.641.000)	(15.236.000)
Income before income taxes	103.694.000	80.162.000	54.408.000
Income taxes	(30.381.000)	(32.040.000)	(24.785.000)
Profit for the year	73.313.000	48.122.000	29.623.000
Profit attributable to			
Equity holders of the parent	73.313.000	48.122.000	29.623.000
Weighted average number of common shares			
- basic	149.504.000	147.837.000	146.658.000
- diluted	152.139.000	161.968.000	148.519.000
Earnings per common share			
- basic	0,49	0,33	0,20
- diluted	0,48	0,32	0,20

OPERATING AND FINANCIAL REVIEW

*The following discussion should be read in conjunction with the information set forth in "Selected Historical Financial Information and Operating Data" and the consolidated financial statements and accompanying notes included elsewhere, or incorporated by reference, in this prospectus. The following discussion contains certain forward-looking statements that involve risks and uncertainties. Our future results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, without limitation, those discussed in "Risk Factors" and "Forward Looking Statements". The following discussion is based on the Company's consolidated financial statements in accordance with International Financial Reporting Standards ("**IFRS**"), except for the discussion in the paragraph "Operational and Financial Review for the Quarter Ended 31 March 2007 Compared to the Quarter Ended 31 March 2006", which is based on US GAAP.*

Overview

Since 2001, we have had a compound annual growth rate of approximately 13% in net sales. We have funded our growth through internally generated funds, debt, and private and public sales of equity securities. In recent years, we have made a number of strategic acquisitions and disposals expanding and focusing our technology and product offerings.

These transactions include:

- On 12 April 2007, the Company's wholly owned subsidiary Qiagen North American Holdings Inc. has entered into a definitive merger agreement with eGene, Inc. of Irvine, California, USA, pursuant to which eGene would become a wholly owned subsidiary of Qiagen North American Holdings Inc. eGene is an early-stage company that has developed and is commercializing a patented sample separation and analysis technology based on capillary electrophoresis. The merger occurred as of 9 July 2009.

- In the fourth quarter of 2006, we completed the acquisition of Genaco Biomedical Products, Inc., located in Huntsville, Alabama. Genaco is an early-stage company applying a proprietary PCR-based multiplexing technology, Tem-PCR, to develop Templex™ molecular diagnostic tests. Multiplexing is a rapidly emerging segment in molecular diagnostics and is also highly synergistic with our portfolio of qPCR-based molecular diagnostic assays which in the segment of infectious disease diagnostics is considered to be the broadest in the world. In the fourth quarter of 2006, we also acquired former distributors PhileKorea Technology Inc., located in Daejeon, Korea, and ATC Health Products Ltd., located in Ankara, Turkey.

- In the second quarter of 2006, we completed the acquisitions of Gentra Systems, Inc., located in Minneapolis, Minnesota, Singapore-based Research Biolabs Pte. Ltd., and Research Biolabs Sdn Bhd, located in Malaysia. Gentra is a leading developer, manufacturer, and supplier of non-solid phase nucleic acid purification products, providing both consumables and automated platforms. The acquisition expands our position as a leading provider of pre-analytical and molecular diagnostics solutions to research and diagnostic customers. The acquisition of Research Biolabs, previously our distributor, expands our direct presence in one of the most dynamic regions of our global business. Research Biolabs currently has sales and marketing teams in Singapore, Malaysia and Indonesia, and will also support market development in Thailand and Vietnam.

- During the first quarter of 2006, we completed two acquisitions. PG Biotech Co. Ltd. ("**PG Biotech**") is a leading developer, manufacturer, and supplier of polymerase chain reaction (PCR)-based molecular diagnostic kits in China. The acquisition will support Qiagen's position as a leading provider of molecular diagnostics solutions to OEM partners and customers in the rapidly growing Asian markets. We also acquired certain assets and operations from Diatech s.r.l., Jesi, Italy, which distributes products produced by artus, which we acquired in 2005, in Italy (see the seventh bullet point of this overview below).

- At the end of the fourth quarter of 2005, we completed the acquisition of Eppendorf AG's reagent business which includes the Eppendorf "5-Prime" nucleic acid sample preparation and PCR reagent product lines and related intellectual property. The acquisition adds to our core strategic focus, represents an attractive addition to our portfolio of pre-analytical and nucleic acid amplification consumables and adds a very

promising pipeline of proprietary technologies for nucleic acid handling, separation, purification, and amplification.

- During the third quarter of 2005, we completed three acquisitions. We acquired Tianwei Times, located in Beijing, China, which is a leading developer, manufacturer and supplier of nucleic acid sample preparation consumables in China. We acquired substantially all assets of Tianwei Times through our new wholly owned subsidiary Tiangen Biotech Beijing Co. Ltd. ("**Tiangen**"). The Tiangen acquisition expands Qiagen's position as the leading supplier for products and technologies for pre-analytical sample preparation in the rapidly growing market in China. In August, we acquired the business of LumiCyte, Inc., which has developed and recently initiated marketing of the first products based on its proprietary Surface Tension Segmented ("**STS**"). Biochip sample preparation solution for Matrix-Assisted Laser Desorption/Ionization ("**MALDI**") -Mass Spectrometry ("**MS**"), and SuNyx GmbH which has developed and recently initiated marketing of its proprietary platforms for sample preparation of peptide and protein samples for analysis on Liquid Chromatography ("**LC**")-MALDI Mass Spectrometry.

- During the second quarter of 2005, we completed the acquisition of two companies. We acquired artus Gesellschaft für molekularbiologische Diagnostik und Entwicklung mbH (artus), subsequently renamed Qiagen Hamburg GmbH, which is located in Hamburg, Germany, and is an established leader in PCR-based molecular diagnostic tests for pathogenic, genotyping and pharmacogenomic testing. We also acquired Nextal Biotechnology, Inc. ("**Nextal**"), subsequently renamed Qiagen Canada, Inc., which is located in Canada and is a fast-growing provider of proprietary sample preparation tools which make protein crystallization more accessible.

- Also during the second quarter of 2005, we acquired the world-wide, exclusive rights and licenses to manufacture and market the complete portfolio of RNAture's nucleic acid isolation products from Hitachi Chemical Research Center, Inc. In combination with our consumable and automation technologies, the RNAture solutions have the potential to provide a new dimension of value to our customers in high-throughput gene expression analysis and siRNA in research and drug development.

- In September 2004, we completed the acquisition of key assets of Molecular Staging, Inc. ("**MSI**") of New Haven, Connecticut. MSI was a privately held company which had developed a range of proprietary products and services based on its Multiple Displacement Amplification ("**MDA**") and Rolling Circle Amplification ("**RCA**") technology. The key application of MDA is whole genome amplification ("**WGA**") which is designed to eliminate limitations created by the scarce quantities of DNA samples available for customers to perform an increasing number of analyses. The technology portfolio acquired from MSI adds a new dimension of customer benefit and is in our core focus on pre-analytical solutions. The primary reason for the acquisition was to enable us to provide customers a solution for overcoming the limitations of scarce DNA samples.

- In June 2004, we sold a significant portion of our synthetic DNA business unit to a group of investors since the market dynamics and strategic directions this business were becoming different in nature compared to our core focus. We retained all rights and activities in our leading siRNA business including ownership of our proprietary TOM-amidite chemistry.

During 2005, we purchased the previously leased cGMP production facilities in Germany and began the planning for a new logistics center in Hilden, Germany. Construction on the new facility began in August 2006 and will be completed by the second quarter of 2007.

In December 2003, we committed to a relocation and restructure plan to more fully utilize our North American Headquarters in Germantown, Maryland, and to discontinue certain products. This plan was completed in 2004. In 2006, we closed our facilities in Oslo, Norway and Fremont, California, and commenced the relocation and closure of a facility in Canada.

In 2006, on a consolidated basis, operating income increased to USD 108.5 million, compared to USD 82.8 million in 2005. Our financial results include the contributions of our recent acquisitions, as well as the costs related to the

acquisitions and integrations, including charges for purchased in-process research and development, and costs related to the relocation and closure of our facilities in Norway, Canada and Fremont, California. Our results also reflect the benefits of our previous restructuring efforts, which have contributed to improved profitability as we continue to manage our operating costs.

In 2005, on a consolidated basis, operating income increased to USD 82.8 million, compared to USD 69.6 million in 2004. In June 2004, we sold a significant portion of our synthetic DNA business unit. Accordingly, the first six months in 2005 do not include any sales of synthetic DNA and related products or operating costs related to the former business unit. Our overall performance in 2005 also reflects a delay in the purchases of certain of our OEM partners whose anticipated product launches included our instrument and consumable products. These unforeseen delays in our partners' product launches resulted in a decrease in the sales of our instrument products in 2005. However, since our instrument products carry a lower gross margin than our consumable products, the lower instrumentation sales resulted in a higher gross margin in 2005. Therefore, we still achieved a strong operating margin.

In 2004, on a consolidated basis, sales increased primarily as the result of an increase in our consumables products sales, which experienced very solid growth in 2004 compared to 2003. During 2004, we continued our plans to realign certain operating functions in line with our focus on streamlining and strengthening our operations. Further, on a consolidated basis, operating income during 2004 was negatively impacted by the currency impact of the stronger euro, since a significant portion of our production and operations is based in Germany, along with lower gross margins from instrumentation sales. After the sale of a significant portion of our synthetic DNA business unit, our gross margin is no longer negatively impacted by such products and as a result, our reported gross margin in 2004 increased to 66%.

We manage our business based on the locations of our subsidiaries. Therefore, reportable segments are based on the geographic locations of our subsidiaries. Our reportable segments include our production, manufacturing and sales facilities located throughout the world. In addition, the Corporate segment includes our holding company located in The Netherlands and two subsidiaries located in Germany which operate only in a corporate support function. The reportable segments derive revenues from our entire product and service offerings.

The following tables set forth operating income by segment for the years ended 31 December 2006, 2005 and 2004.

Operating Income (Loss)	2006	2005
North America	$ 29,714,000	$ 34,564,000
Germany	59,276,000	34,555,000
Switzerland	2,600,000	1,909,000
Asia	8,485,000	6,603,000
Rest of World	15,572,000	13,317,000
Corporate	(6,550,000)	(6,554,000)
Subtotal	109,097,000	84,394,000
Intersegment Elimination	(557,000)	(1,591,000)
Total	$ 108,540,000	$ 82,803,000

Operating Income (Loss)	2004 *
USA	$ 32,079,000
Germany	20,765,000
Switzerland	2,735,000
Japan	7,773,000
United Kingdom	5,960,000
Norway	(2,246,000)
The Netherlands	(5,433,000)
Other countries	8,648,000

Operating Income (Loss)	2004 *
Subtotal	70,281,000
Intersegment Elimination	(637,000)
Total	$ 69,644,000

* In accordance with the increase of the number of consolidated companies within the Qiagen Group, we reassessed the composition of our reportable segments for 2005 and 2006. Accordingly, the presentation for 2004 deviates from the presentation for 2005 and 2006.

In 2006, operating income in North America decreased compared to 2005. North America experienced an increase in consumable sales. However, operating expenses in North America were higher as a result of the operating costs of 5-Prime, acquired in December 2005, and Gentra and Genaco, both acquired in 2006. Additionally, operating costs were higher in 2006 than in 2005 due to the acquisitions and integrations costs of recent acquisitions.

In Germany, operating income was higher in 2006 primarily due to increased consumable sales which carry a higher gross margin, and sales of our newer acquired German company Qiagen Hamburg GmbH, formerly artus, partially offset by increased operating costs from the new subsidiary and acquisition related operating costs. Qiagen Hamburg was acquired in the second quarter of 2005 and is now fully integrated into the Qiagen group.

Fiscal Year Ended 31 December 2006 compared to 2005

Net Sales

In 2006, net sales increased 17% to USD 465.8 million from USD 398.4 million in 2005. The increase in sales was primarily the result of an increase in our consumables products sales which experienced a growth rate of 17% in 2006 as compared to 2005. The increase in consumable sales includes organic growth and sales from our recently acquired businesses. During 2006, sales from our instrumentation products increased 19% compared to 2005. Sales of our other offerings, primarily services, which represented 1% of our 2006 net sales, decreased 16% in 2006 as compared to 2005.

We regularly introduce new products in order to extend the life of our existing product lines as well as to address new market opportunities. During 2006, we introduced more than 67 new products including innovative sample and assay technologies for research in the areas of epigenetics, gene expression, micro RNA, proteomics, RNAi, and molecular diagnostics.

A significant portion of our revenues is denominated in euros. Changes in exchange rates can affect the growth rate of net sales. For the year ended 31 December 2006, using identical foreign exchange rates for both years, net sales would have increased approximately 17% as compared to the reported increase of 17% for the year ended 31 December 2006.

Gross Profit

Gross profit was USD 324.6 million or 70% of net sales in the year ended 31 December 2006 as compared to USD 274.5 million or 69% of net sales in 2005. The absolute dollar increase in 2006 compared to 2005 is attributable to the increase in net sales. The gross margin of 70% in 2006 as compared to the gross margin of 69% in 2005 primarily reflects the impact of our consumable sales. Our consumable products have a higher gross margin than our instrumentation products and fluctuations in the sales levels of these products can result in fluctuation in our gross margin during a quarter when compared to the gross margin of another quarter. During 2006 and 2005, instrumentation sales represented approximately 10% of our total sales. In connection with our acquisitions in 2006 and 2005, we expensed USD 2.0 million and USD 439,000, respectively, of inventory to cost of sales which will be replaced with products integrating newly acquired technologies.

Research and Development

Research and development expenses increased 6% to USD 38.4 million (8% of net sales) in 2006 compared with USD 36.2 million (9% of net sales) in 2005. Our recent acquisitions of new technologies, notably those acquired via the acquisitions of artus and 5-Prime, have resulted in an increase in our research and development costs. As we continue to expand our research activities and product development capabilities, additional expense will be incurred related to research and development facility costs and the employees engaged in our research and development efforts. Additionally, our research and development costs are expected to increase as we incur costs in connection with obtaining 510(k) and CE approval of our artus and Genaco assays. We have a strong commitment to research and development and anticipate that research and development expenses will increase, perhaps significantly.

Sales and Marketing

Sales and marketing expenses increased 16% to USD 118.0 million (25% of net sales) in 2006 from USD 101.8 million (26% of net sales) in 2005. Sales and marketing expenses are primarily associated with personnel, commissions, advertising, trade shows, publications, freight and logistics expenses and other promotional expenses. The increase in sales and marketing expenses in 2006 includes expenses related to creating separate sales organizations addressing customers in industrial and academic research, applied testing and molecular diagnostics, as well as to sales organizations in our newly acquired or established subsidiaries. We anticipate that sales and marketing costs will increase along with new product introductions and continued growth in sales of our products.

General and Administrative

General and administrative expenses decreased 4% to USD 48.6 million (10% of net sales) in 2006 from USD 50.4 million (13% of net sales) in 2005. General and administrative expenses primarily represent the costs required to support our administrative infrastructure which, except for the period following our restructuring, have continued to expand along with our growth. The decrease in general and administrative expenses in 2006 is primarily due to a decrease in stock option expenses which is partly compensated by additional expenses related to our newly acquired subsidiaries.

Acquisition, Integration and Related Costs

Acquisition, integration and related costs amount to USD 6,061,000 in fiscal year 2006 (2005: USD 3,213,000). This position primarily contains integration expenses, write-offs of certain assets and employee related expenses arising as a consequence of acquisitions of the Company.

Relocation and Restructure Costs

Relocation and restructuring costs amount to USD 4,943,000 in 2006 (2005: USD 0). These costs are primarily related to the restructuring of acquired businesses located in Norway and North America.

Other Income (Expense)

Other expense was USD 4.8 million in 2006 compared to other expense of USD 2.6 million in 2005. This increase in expense was mainly due to higher financial expense which was partially offset by higher financial income.

We recorded a loss from foreign currency transactions of USD 660,000 in 2006 as compared to a loss of USD 157,000 in 2005. The loss from foreign currency transactions reflects the net effect of conducting business in currencies other than the US dollar. Qiagen N.V.'s functional currency is the US dollar and its subsidiaries' functional currencies are the euro, the British pound, the Swedish krone, the Swiss franc, the US dollar, the Australian dollar, the Canadian dollar, the Japanese yen, the Malaysian ringgit, the Chinese yuan, the Korean won, the Turkish lira and the Norwegian krone.

For the year ended 31 December 2006, financial income increased to USD 16.4 million from USD 7.6 million in 2005. Financial income is derived mainly from interest bearing cash accounts and investments. The increase in financial income in 2006 over 2005 was primarily the result of an increase in amounts invested during the year along with an increase in interest rates. At 31 December 2006, we had USD 430.9 million in cash and cash equivalents

compared to USD 192.0 million at 31 December 2005. As of 31 December 2006, we had USD 52.8 million invested in marketable securities, compared to USD 15.0 million in auction rate at 31 December 2005.
Financial expense increased to USD 21.2 million in 2006 compared to USD 9.6 million in 2005. Interest costs relate primarily to the convertible notes which we have issued along with the debt related to our facility construction.

In 2006, we recorded a net gain from investments in equity-accounted investees of USD 1.0 million compared to a loss of USD 1.1 million in 2005. The gain/loss primarily represents our share of profits/losses from our equity investment in PreAnalytiX.

Income Taxes

Our effective tax rate decreased to 29% in 2006 from 40% in 2005. Our operating subsidiaries are exposed to effective tax rates ranging from approximately 0% to approximately 62%. Fluctuations in the distribution of pre-tax income among these entities can lead to fluctuations of the effective tax rate in our consolidated financial statements.

Fiscal Year Ended 31 December 2005 compared to 2004

Net Sales

In 2005, net sales increased 5% to USD 398.4 million from USD 380.4 million in 2004.

The increase in sales was primarily the result of an increase in our consumables products sales, which experienced a growth rate of 13%, partially offset by a decrease in our instrument product sales of 2% in 2005 as compared to 2004. During 2005, we experienced slower performance under some of our OEM contracts where our OEM partners delayed product launches, that include our instruments and consumable products, resulting in lower sales, primarily of instruments, in 2005. Additionally, as we continued to focus on our core business, sales of our other offerings, primarily services, which represented 2% of our 2005 net sales, decreased 21% in 2005 as compared to 2004.

In the second quarter of 2004, we sold a significant portion of our synthetic DNA business unit. Accordingly, net sales in 2005 in the United States, Germany and Japan did not include any sales of the synthetic DNA products, which were included in net sales of the first six months of 2004. Our recent acquired subsidiaries contributed approximately USD 9.6 million to the increase in 2005 net sales. Prior to the establishment and acquisitions of these newer subsidiaries, other subsidiaries reported sales to these regions.

A significant portion of our revenues is denominated in euros. Changes in exchange rates can affect the growth rate of net sales. For the year ended 31 December 2005, using identical foreign exchange rates for both years, net sales would have increased approximately 5% as compared to the reported increase of 5% for the year ended 31 December 2005.

Gross Profit

Gross profit was USD 274.5 million or 69% of net sales in the year ended 31 December 2005 as compared to USD 252.6 million or 66% of net sales in 2004. The absolute dollar increase is attributable to the increase in net sales partially offset by the currency impact of the stronger euro. The 2004 gross profit includes sales of our synthetic DNA business unit, a significant portion of which was sold at the end of the second quarter in 2004. Accordingly, the second half of 2004 does not include any sales of synthetic DNA and related products, which carried a lower gross profit than our consumables products, thus the reported gross profit in 2005 is higher than 2004. Further, the increase in gross profit as a percentage of net sales is also attributable to the increase in net sales of consumable products, partially offset by the currency impact of the stronger euro. In connection with acquisitions, we expensed USD 439,000 and USD 1.5 million in 2005 and 2004, respectively, of inventory to cost of sales which will be replaced with products integrating newly acquired technologies.

Research and Development

Research and development expenses increased 9% to USD 36.2 million (9% of net sales) in 2005 compared with USD 33.1 million (9% of net sales) in 2004. Our recent acquisitions of new technologies, notably those acquired via the acquisitions of artus and Nextal during the second quarter of 2005, have resulted in an increase in our research

and development costs. The increase in research and development expenses is also attributable to the currency impact of the stronger euro, and was partially offset by the sale of our former synthetic DNA business unit in the second quarter of 2004.

Sales and Marketing

Sales and marketing expenses increased 9% to USD 101.8 million (26% of net sales) in 2005 from USD 93.7 million (25% of net sales) in 2004. Sales and marketing costs are primarily associated with personnel, commissions, advertising, trade shows, publications, freight, and logistics expenses and other promotional expenses. The increase in sales and marketing expenses in 2005 includes expenses related to our recently acquired subsidiaries, Qiagen Hamburg and Nextal, along with our new sales subsidiaries established in Sweden and The Netherlands.

General and Administrative

General and administrative expenses decreased 3% to USD 50.4 million (13% of net sales) in 2005 from USD 51.8 million (14% of net sales) in 2004. General and administrative expenses primarily represent the costs required to support our administrative infrastructure which, until our recent restructuring, continued to expand along with our growth. General and administrative expenses were lower in 2005 as a result of our relocation and restructuring efforts, including the sale of our synthetic DNA business unit, which we sold at the end of June 2004.

Acquisition, Integration and Related Costs

Acquisition, integration and related costs amount to USD 3,213,000 in fiscal year 2006 (2005: USD 572,000). This position primarily contains integration expenses, write-offs of certain assets and employee related expenses arising as a consequence of acquisitions of the Company.

Relocation and Restructure Costs

In 2004, we completed the relocation of certain functions from our subsidiary in Valencia, California to Germantown, Maryland where our North American Headquarters is located. We recognized approximately USD 3.8 million in operating expenses in 2004 related to employee relocation and severance costs in connection with the relocation plan.

Other Income (Expense)

Other expense was USD 2.6 million in 2005 compared to other expense of USD 15.2 million in 2004. This decrease in expense was primarily due to the sale of the majority of our synthetic DNA business unit in 2004. As a result we recorded a net loss related to the sale of USD 9.8 million in the second quarter of 2004.

We recorded a loss from foreign currency transactions of USD 157,000 in 2005 as compared to a loss of USD 68,000 in 2004. The loss from foreign currency transactions reflects net effects from conducting business in currencies other than the US dollar.

In 2005, financial income increased to USD 7.6 million from USD 2.9 million in 2004. Financial income is derived mainly from interest bearing cash accounts and investments, primarily auction rate securities. The increase in financial income in 2005 over 2004 was the result of an increase in amounts invested during the year and an increase in interest rates. As of 31 December 2005, we had USD 15.0 million invested in such securities. The weighted average interest rate on the marketable securities portfolio was 3.42% in 2005, compared to 1.27% to 1.45% in 2004.

Financial expense increased to USD 9.6 million in 2005 compared to USD 7.2 million in 2004. Interest costs relate primarily to the convertible notes which we have issued along with the debt related to our facility construction.

In 2005, we recorded net losses from investments in equity-accounted investees of USD 1.1 million compared to USD 2.3 million in 2004. The loss primarily represents our share of losses from our equity investment in PreAnalytiX and the lower loss in 2005 as compared to 2004 is a result of PreAnalytiX's lower net loss due to new product sales.

Provision for Income Taxes

Our effective tax rate decreased to 40% in 2005 from 46% in 2004. Our operating subsidiaries are exposed to effective tax rates ranging from zero to approximately 43%. Fluctuation in the distribution of pre-tax income among these entities can lead to fluctuations of the effective tax rate in our consolidated financial statements. Further, we received tax benefits in 2004 related to the revaluation of deferred taxes in The Netherlands, the United States, and Norway.

Foreign Currency

The Company's presentation currency is the US dollar. The subsidiaries' functional currencies are the local currency of the respective country with the exception of Qiagen Finance (Luxembourg) S.A. and Qiagen Euro Finance (Luxembourg) S.A. which functional currencies is the US dollar. Balance sheets prepared in their functional currencies are translated to the presentation currency at exchange rates in effect at the end of the accounting period except for shareholders' equity accounts, which are translated at rates in effect when these balances were originally recorded. Revenue and expense accounts are translated at a weighted average of exchange rates during the period. The cumulative effect of translation is included in shareholders' equity. On disposal of the Group company, such translation differences are recognized in the income statement as part of the gain or loss on sale.

Foreign currency transactions are translated using the exchange rate prevailing at the dates of the transactions. Foreign currency transaction gains and losses are included in the income statement, except for those related to intercompany transactions of a long-term investment nature which represent in substance part of the reporting entity's net investment in a foreign entity; such gains and losses are included in the cumulative foreign currency translation adjustments component of shareholders' equity.

Liquidity and Capital Resources

We have funded our business primarily through internally generated funds, debt and the private and public sales of equity. Our primary use of cash has been to support continuing operations and our capital expenditure requirements including acquisitions. As of 31 December 2006 and 2005, we had cash and cash equivalents of USD 430.9 million and USD 192.0 million, respectively, and investments in current marketable securities of USD 52.8 million and USD 15.0 million, respectively. Cash and cash equivalents are primarily held in euros and US dollars, other than those cash balances maintained in the local currency of subsidiaries to meet local working capital needs. At 31 December 2006, cash and cash equivalents had increased by USD 238.9 million over 31 December 2005 primarily due to cash provided by operating activities of USD 109.4 million and financing activities of USD 295.5 million, offset by cash used in investing activities of USD 165.4 million. Marketable securities consist of fixed and floating rate debt instruments. As of 31 December 2006 and 2005, we had working capital of USD 553.2 million and USD 271.7 million, respectively.

The Company has made strategic investments in certain companies that are classified as available-for-sale equity securities. These investments amount to USD 6.8 million as of 31 December 2006, USD 10.5 million as of 31 December 2005, and USD 5.4 million as of 31 December 2004. The focus of the strategic investments in progress is related to US based companies. The financing has been generated from internal sources. There are no future investments on which our management bodies have already made firm commitments.

Operating Activities. For the years ended 31 December 2006 and 2005, we generated net cash from operating activities of USD 109.4 million and USD 91.7 million, respectively. Cash provided by operating activities increased in 2006 compared to 2005 primarily due to increases in net income. Since we rely heavily on cash generated from operating activities to fund our business, a decrease in demand for our products or significant technological advances of competitors would have a negative impact on our liquidity.

Investing Activities. Approximately USD 165.4 million of cash was used in investing activities during 2006, compared to USD 98.5 million and USD 51.1 million during 2005 and 2004, respectively. Investing activities during 2006 consisted principally of purchases of property and equipment and cash paid for acquisitions and the purchase of intangible assets. In the third quarter of 2006, we began construction of a new logistics center located in Germany. The new facility will occupy approximately 48,000 square feet and will cost an estimated EUR 9.0 million, of which EUR 6.4 million (approximately USD 8.2 million) had been incurred through

31 December 2006. The new logistics facility along with future expansions and acquisitions may result in increased investing activities compared to prior periods. Investing activities during 2005 consisted principally of USD 82.0 million used for acquisitions and the purchase of USD 40.4 million in auction rate securities, offset by the sale of USD 55.4 million of these securities. Investing activities during 2004 consisted principally of the purchase of intangible assets in connection with our acquisition of MSI, proceeds from the disposition of a portion of our synthetic DNA business unit and the purchases of marketable securities along with the purchases of property and equipment in connection with our operations in the United States and Germany.

Besides the investing activities listed above there are no principal investments in progress or principal future investments on which the Company's management bodies have already made firm commitments.

Financing Activities. Financing activities provided USD 295.5 million in cash for the year ended 31 December 2006, compared to USD 2.5 million in 2005. Cash provided during the period was primarily due to the proceeds received from the issuance of convertible notes, and the issuance of common shares as a result of stock option exercises, partially offset by capital lease payments and the repayment of debt.

We have credit lines totaling USD 12.4 million at variable interest rates, none of which was utilized as of 31 December 2006. We also have capital lease obligations, including interest, in the amount of USD 12.8 million, and carry USD 412.1 million of non-current financial debt.

In August 2004, the Company completed the issuance of USD 150.0 million principal amount of 1.50% convertible unsubordinated notes (2004 Notes) due 2024, through its subsidiary Qiagen Finance (Luxembourg) S.A. Interest on the 2004 Notes is payable semi-annually in February and August. The 2004 Notes were issued at 100% of principal amount, and are convertible into 11.9 million ordinary shares at the option of the holder upon the occurrence of certain events at a price of USD 12.6449 per share, subject to adjustment. The 2004 Notes may be redeemed, in whole or in part, at Qiagen's option on or after 7 years, at 100% of the principal amount provided the actual trading price of our ordinary shares exceeds 120% of the conversion price for twenty consecutive trading days. In addition, the holders of the 2004 Notes may require Qiagen to repurchase all or a portion of the 2004 Notes for 100% of the principal amount, plus accrued interest, on 18 August 2011, 2014 and 2019. Based on an estimation using available over-the-counter market information on the convertible bond issued by Qiagen Euro Finance (Luxembourg) S.A., the fair value of the 2004 Notes at 31 December 2006, was approximately USD 200.0 million (31 December 2005: USD 162.8 million). The effective interest rate of the 2004 Notes amounts to 5.20%. The Company has reserved 11.9 million ordinary shares for issuance in the event of conversion. The semi-annual interest payments amount to USD 1.125 milion each.

In May 2006, the Company completed the issuance of USD 300.0 million principal amount of 3.25% senior convertible notes (2006 Notes) due 2026, through its subsidiary Qiagen Euro Finance (Luxembourg) S.A. Interest on the 2006 Notes is payable semi-annually in May and November. The 2006 Notes were issued at 100% of principal amount, and are convertible into 15.0 million ordinary shares at the option of the holder upon the occurrence of certain events at a price of USD 20.00 per share, subject to adjustment. The 2006 Notes cannot be called for the first 7 years and are callable thereafter subject to a provisional call trigger of 130% of the conversion price. In addition, the holders of the 2006 Notes may require Qiagen to repurchase all or a portion of the outstanding 2006 Notes for 100% of the principal amount, plus accrued interest, on 16 May 2013, 2017 and 2022. Based on an estimation using available over-the-counter market information on the convertible bond issued by Qiagen Euro Finance (Luxembourg) S.A., the fair value of the 2006 Notes at 31 December 2006, was approximately USD 316.5 million. The effective interest rate of the Notes amounts to 7.3%. The Company has reserved 15.0 million ordinary shares for issuance in the event of conversion. The semi-annual interest payments amount to USD 4.875 million each.

In connection with the first quarter 2006 acquisition of PG Biotech, we acquired approximately USD 3.1 million in short-term debt. The debt was due and paid in April 2006.

As of 31 December 2006 and 2005, we had working capital of USD 553.2 million and USD 271.7 million, respectively. In our opinion we have sufficient ability to access cash and other available liquid resources in order to meet our obligations and, thus, working capital is sufficient for a minimum of 12 months after the date of this prospectus.

Currency Hedging

In the ordinary course of business, the Company purchases foreign currency exchange options to manage potential losses from foreign currency exposures. These options give the Company the right, but not the requirement, to purchase foreign currencies in exchange for US dollars at predetermined exchange rates. The principal objective of such options is to minimize the risks and/or costs associated with global financial and operating activities. The Company does not utilize financial instruments for trading or other speculative purposes. The fair values of these options were not significant at 31 December 2006 and 2005.

During 2004, the Company entered into forward arrangements which qualify for hedge accounting as cash flow hedges of foreign currency denominated liabilities. At 31 December 2006 and 2005, these forward contracts totaled USD 44.0 million as a hedge to currency risk on intercompany loans. The contracts mature in July 2011 and have fair market values of approximately USD -2.8 million and USD 61,000, which are included in other non-current liabilities and other non-current assets in the consolidated balance sheet at 31 December 2006 (fair value of USD 663,000 at 31 December 2005).

During 2006, the Company also entered into two additional forward arrangements which qualify as cash flow hedges of foreign currency denominated liabilities. At 31 December 2006, the Company held a contract for CAD 8.0 million which matures in February 2007 and has a fair market value of USD 126,000 at 31 December 2006. Additionally the Company held a contract for JPY 200.0 million which matures in April 2007 and has a fair market value of USD 190,000 at 31 December 2006. The fair values of these forwards are included in prepaid and other assets at 31 December 2006.

At 31 December 2005, the Company held a contract for CAD 9.0 million which matured in February 2006 and had a fair market value of USD -377,000 which was included in accrued and other current liabilities at 31 December 2005.

The gain or loss on the change in the fair values of the derivatives are included in earnings to the extent they offset the earnings impact of changes in the fair values of the hedged obligations. Any difference is deferred in other reserves, a component of shareholders' equity. These contracts effectively fix the exchange rate at which the intercompany loans will be settled, so that gains or losses on the forward contracts offset the losses or gains from changes in the value of the underlying intercompany loans. The Company has determined that no ineffectiveness exists related to these derivatives. Unrealized losses which have been recorded in equity amount to USD 539,000 in 2006 (unrealized losses of USD 1,373,000 in 2005). Realized losses recorded through the income statement amount to USD 2,122,000 in 2006.

Contractual Obligations

As of 31 December 2006, our future contractual cash obligations are as follows:

Contractual obligations (in thousands)	Total	2007	2008	2009	2010	2011	Thereafter
Financial debts	$ 496,190	$ 6,599	$ 13,197	$ 6,599	$ 6,599	$ 163,196	$ 300,000
Fiancial lease obligations	17,992	1,488	1,563	1,534	1,550	1,491	10,366
Operating leases	23,422	8,396	6,426	3,833	2,975	1,652	140
Purchase obligations	25,119	13,810	9,355	172	172	172	1,438
License and royalty payments	3,175	635	413	413	413	413	888
Total contractual cash obligations	$ 565,898	$ 30,928	$ 30,954	$ 12,551	$ 11,709	$ 166,924	$ 312,832

In addition to the above and pursuant to purchase agreements for several of our recent acquisitions, we could be required to make additional contingent cash payments totaling up to USD 44.6 million based on revenue and other milestones in 2007 and beyond.

Critical Accounting Policies, Judgments and Estimates

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

***Impairment of Assets*:** Items of property, plant and equipment and other non-current assets, including goodwill and intangible assets, are reviewed at least annually for impairment losses, and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. Value in use is calculated based on estimated future cash flows expected to result from the use of the asset and its eventual disposition, discounted using an appropriate long-term pre-tax interest rate. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Impairment losses recognized in relation to goodwill are not reversed for subsequent increases in its recoverable amount.

Considerable management judgment is necessary to identify impairment indicators and to estimate future sales and expenses, which underlie the discounted future cash flow projection. Factors such as changes in the planned use of buildings, machinery and equipment, closing of facilities, lower than anticipated sales for products with capitalized rights, changes in the legal framework covering patents, technology rights or licenses could result in shortened useful lives or impairment losses to be recognized in the period in which such determination is made.

***Development Costs*:** Expenditure on research activities is recognized in the income statement as an expense as incurred. Expenditure on development activities is capitalized if the product or process is technically and commercially feasible and the Group has sufficient resources to complete development. The capitalized expenses are amortized on a straight-line basis over their estimated useful lives (between two and twelve years) and are tested for impairment regularly.

Determining the amounts to be capitalized requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits.

***Income Taxes*:** The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining provisions for income taxes. Some of these estimates are based on interpretations of existing laws or regulations. Various internal and external factors, such as changes in tax laws, regulations and rates, changing interpretations of existing tax laws or regulations, future level of research and development spending and changes in overall levels of pre-tax income may have favorable or unfavorable effects on the income tax and deferred tax provisions in the period in which such determination is made.

Taxes reported in the consolidated income statements include current and deferred income taxes. Deferred income tax is provided, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Currently enacted tax rates are used to determine deferred income tax. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets are recognized for net operating loss carry-forwards to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable profits.

***Stock Option Plan*:** The Company utilizes the Black-Scholes-Merton valuation model for estimating the fair value of its stock options. Option valuation models, including Black-Scholes-Merton, require the input of highly subjective assumptions, and changes in the assumptions used can materially affect the grant date fair value of an award:

- Risk-Free Interest Rate: This is the average US Treasury rate (having a term that most closely resembles the expected life of the option) at the date the option was granted.

- Dividend Yield: These are the dividends expected on the shares (if appropriate).

- Expected Volatility: Volatility is a measure of the amount by which a financial variable such as a share price has fluctuated (historical volatility) or is expected to fluctuate (expected volatility) during a period. The Company uses a combination of the historical volatility of its stock price and the implied volatility of market-traded options of the Company's stock to estimate the expected volatility assumption input to the Black-Scholes model in accordance with IFRS 2: Share-based Payment. In prior periods, the Company relied solely on the historical volatility of its stock price for its volatility assumption input to the Black-Scholes model. The Company's decision to use a combination of historical and implied volatility is based upon the availability of actively traded options of its stock and its assessment that such a combination is more representative of future expected stock price trends.

- Expected Life of the Option: This is the period of time that the options granted are expected to remain outstanding.

- Forfeiture Rate: This is the estimated percentage of options granted that are expected to be forfeited or cancelled on an annual basis before becoming fully vested. The Company estimated the forfeiture rate based on historical forfeiture experience.

The above listing is not intended to be a comprehensive list of all our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by IFRS, with limited or no need for management's judgment. There are also areas in which management's judgment in selecting available alternatives may or may not produce a materially different result. See our audited consolidated financial statements and notes thereto included elsewhere in this prospectus, which contain a description of accounting policies and other disclosures required by IFRS.

Basis of Presentation

The consolidated financial statements of the Qiagen have been prepared in accordance with IFRS. The consolidated financial statements have been prepared under the historical cost convention as modified by available-for-sale financial assets and certain financial assets and liabilities (including derivative instruments) at fair value. In view of the international nature of the Group's activities and due to the fact that more of the Group's revenues are denominated in US dollars than in any other single currency, the consolidated financial statements are presented in that currency (if roundings have been used, this has been displayed).

The Company has adopted all IFRSs in these consolidated financial statements that were issued and became effective before 31 December 2006, and are relevant to its operations. No material impact resulted from the adoption of new standards, amendments and interpretations in 2006.

Qiagen did not opt for early adoption of the following new standards, amendments and interpretations which will be mandatory for Qiagen for annual periods beginning on or after 1 January 2007, or later years:

- IFRS 7: Financial Instruments – Disclosures

- IFRS 8: Operating Segments

- IAS 1 (Amendment): Presentation of Financial Statements – Capital Disclosures

- IFRIC 7: Applying the Restatement Approach under IAS 29, Financial Reporting in Hyperinflationary Economies
- IFRIC 8: Scope of IFRS 2
- IFRIC 9: Reassessment of Embedded Derivatives
- IFRIC 11: Group and Treasury Share Transactions

Qiagen will only adopt new standards, amendments and interpretations which have been endorsed by the European Commission. Qiagen expects that the adoption of these new standards, amendments and interpretations in future periods will have no material impact on its consolidated financial statements.

Operational and Financial Review for the Quarter Ended 31 March 2007 Compared to the Quarter Ended 31 March 2006

The following discussion is based on the Company's consolidated interim financial statements for the three months ended 31 March 2007, which have been prepared in accordance with US GAAP.

Net Sales

In the first quarter of 2007, net sales increased 18% to USD 127.9 million compared to USD 108.7 million in the first quarter of 2006. In the first quarter of 2007, net sales in Germany increased 14%, net sales in Asia increased 47%, primarily driven by Singapore, China, and Korea, net sales in North America increased 4% and net sales in Rest of World increased 30%. The increase in sales was primarily the result of an increase in our consumables products sales which experienced a growth rate of 15% in the first quarter of 2007 as compared to the same period in 2006. The increase in consumable sales includes organic growth and sales from our recently acquired businesses. During the first quarter of 2007, sales from our instrumentation products increased 46% compared to 2006. Sales of our other offerings, primarily services, which represented 1% of our 2007 net sales, decreased 11% in 2007 as compared to 2006.

During the first quarter of 2007, we introduced 13 new products in pre-analytical sample management, assay technologies and molecular diagnostic assays. We also launched a new sample processing platform, the QIAcube, which allows users to fully automate the processing of almost all of our consumable products. The QIAcube, which we officially started shipping to customers in April, received the distinguished New Product Award Designation of the Association for Laboratory Automation in February 2007.

A significant portion of our revenues is denominated in euros and other currencies other than the United States dollar. Changes in exchange rates can affect the growth rate of net sales. For the three months ended 31 March 2007, using identical foreign exchange rates for both periods, net sales would have increased approximately 13% as compared to the reported increase of 18%.

Gross Profit

Gross profit was USD 88.9 million, or 70% of net sales, in the quarter ended 31 March 2007 as compared to USD 75.4 million, or 69% of net sales, for the same period in 2006. For the year ended 31 December 2006, gross profit was 70% as a percentage of net sales. The absolute dollar increase in 2007 compared to 2006 is attributable to the increase in net sales. The gross margin of 70% in the first quarter of 2007 as compared to the gross margin of 69% in the first quarter of 2006 reflects a favorable impact from increased production capacity which resulted in higher cost absorption, along with the impact from the increase in consumable sales. Our consumable products have a higher gross margin than our instrumentation products and fluctuations in the sales levels of these products can result in fluctuation in our gross margin during a quarter when compared to the gross margin of another quarter. During the three-month periods ended 31 March 2007 and 2006, instrumentation sales represented approximately 10% and 8% of our total sales, respectively. In connection with our acquisition in the first quarter of 2006, we expensed USD 461,000 of inventory to cost of sales which will be replaced with products integrating newly acquired technologies.

Research and Development

Research and development expenses increased 13% to USD 11.5 million (9% of net sales) in the first quarter of 2007 compared to $10.2 million (9% of net sales) in the same period of 2006. Our recent acquisitions of new technologies have resulted in an increase in our research and development costs. As we continue to expand our research activities and product development capabilities, additional expense will be incurred related to research and development facility costs and the employees engaged in our research and development efforts. Additionally, our research and development costs are expected to increase as we incur costs in connection with obtaining 510(k) and CE approval of our artus and Genaco assays. We have a strong commitment to research and development and anticipate that research and development expenses will continue to increase, perhaps significantly.

Sales and Marketing

Sales and marketing expenses increased 18% to USD $31.3 million (24% of net sales) in the first quarter of 2007 from USD 26.4 million (24% of net sales) in the same period of 2006. Sales and marketing expenses are primarily associated with personnel, commissions, advertising, trade shows, publications, freight and logistics expenses and other promotional expenses. The increase in sales and marketing expenses in the three-month period ended 31 March 2007 as compared to the same period in 2006 includes expenses related to creating separate sales organizations addressing customers in industrial and academic research, applied testing and molecular diagnostics, as well as to sales organizations in our newly acquired or established subsidiaries. We anticipate that sales and marketing costs will increase along with new product introductions and continued growth in sales of our products.

General and Administrative

General and administrative expenses increased 18% to USD 13.6 million (11% of net sales) in the first quarter of 2007 from USD 11.5 million (11% of net sales) in the same period of 2006. General and administrative expenses primarily represent the costs required to support our administrative infrastructure which, except for the period following our restructuring, has continued to expand along with our growth. The increase in general and administrative expenses in 2007 includes expenses related to our newer subsidiaries.

Acquisition, Integration and Related Costs

During the three-month period ended 31 March 2007, we recorded costs of USD 690,000 related to the integration of recently acquired subsidiaries in North America and Asia. This amount included USD 117,000 in severance and employee related costs, and USD 530,000 in costs related to the integration of the recently acquired companies.

In connection with acquisitions in the first quarter of 2006, we recorded a charge of USD 200,000 for purchased in-process research and development. Costs related to the acquisitions of 2006 included USD 461,000 related to inventory which needed to be replaced with products suitable to the newly acquired technologies, and costs related to the integration of USD 284,000.

Relocation and Restructuring Costs

Relocation and restructuring costs recorded in the three-month period ended 31 March 2007 are primarily related to the 2006 restructuring of acquired businesses located in Norway and North America for which a restructuring was not contemplated at the time of acquisition. These costs consisted primarily of relocation and severance costs of USD 173,000, lease and facility costs of USD 135,000 and other costs of USD 100,000. We expect that restructuring charges related to these closures and relocations will total approximately USD 2.0 million, of which USD 1.9 million in total has been recorded through 31 March 2007.

Other Income (Expense)

Other income was USD 221,000 in the first quarter of 2007 compared to other income of USD 1.3 million in the first quarter of 2006. This decrease in expense was mainly due to higher interest expense and a loss on foreign currency transactions, partially offset by higher interest income.

For the quarter ended 31 March 2007, interest income increased to USD 5.2 million from USD 2.0 million in the same period of 2006. The increase in interest income was primarily the result of an increase in amounts invested

during the first quarter of 2007 as compared to the same period in 2006, along with an increase in interest rates. At 31 March 2007, we had USD 386.1 million in cash and cash equivalents compared to USD 197.7 million at 31 March 2006. As of 31 March 2007, we had USD 98.8 million invested in marketable securities, compared to USD 15.0 million at 31 March 2006.

Interest expense increased to USD 4.7 million in the first quarter of 2007 compared to USD 1.5 million in 2006. Interest costs relate primarily to our long-term borrowings from Qiagen Finance and the new borrowings from Euro Finance along with other long-term debt. The increase in interest expense in the three-month period ended 31 March 2007 as compared to the same period in 2006 is primarily due to the interest expense on the May 2006 borrowings from Euro Finance.

In the three months ended 31 March 2007, research and development grant income from European, as well as German, state and federal government grants decreased to USD 27,000 from USD 77,000 in the same period of 2006. We conduct significant research and development activities in Germany, and expect to continue to apply for such research and development grants in the future.

In the three-month period ended 31 March 2007, we recorded a net gain from equity method investees of USD 380,000 compared to USD 326,000 in the same period of 2006. The gain primarily represents our share of profits from our equity investment in PreAnalytiX. As previously disclosed, we intend to continue to make strategic investments in complementary businesses as the opportunities arise. Accordingly, we may record losses on equity investments based on our ownership interest in such companies.

We recorded a loss from foreign currency transactions of USD 446,000 in the first quarter of 2007 as compared to a gain of USD 283,000 in the first quarter of 2006. The gain or loss from foreign currency transactions reflects net effects from conducting business in currencies other than the U.S. dollar. Qiagen N.V.'s functional currency is the U.S. dollar and our subsidiaries' functional currencies are the European Union euro, the British pound, the Swiss franc, the Norwegian and Swedish krones, the U.S. dollar, the Australian dollar, the Canadian dollar, the Chinese yuan, the Malaysian ringgit, the Korean Won, the Hong Kong dollar and the Japanese yen. See "Currency Fluctuations".

Provision for Income Taxes

Our effective tax rate decreased to 32% in the first quarter of 2007 compared to 34% in the first quarter of 2006. Our operating subsidiaries are exposed to effective tax rates ranging from approximately 0% to approximately 42%. Fluctuations in the distribution of pre-tax income among these entities can lead to fluctuations of the effective tax rate in our consolidated financial statements. In addition, the Company expects that the adoption of FIN 48 may result in greater volatility in the effective tax rate.

Liquidity and Capital Resources

To date, we have funded our business primarily through internally generated funds, debt and the private and public sales of equity. Our primary use of cash has been to support continuing operations and our capital expenditure requirements, including acquisitions. As of 31 March 2007 and 31 December 2006, we had cash and cash equivalents of USD 386.1 million and USD 430.4 million, respectively, and investments in current marketable securities of USD 98.8 million and USD 52.8 million, respectively. Cash and cash equivalents are primarily held in U.S. dollars, other than those cash balances maintained in the local currencies of our subsidiaries to meet local working capital needs. At 31 March 2007, cash and cash equivalents had decreased by USD 44.3 million over 31 December 2006 primarily due to an investment in marketable securities during the first quarter of USD 45.3 million. Marketable securities consist of fixed and floating rate debt instruments. As of 31 March 2007 and 31 December 2006, we had working capital of USD 571.0 million and USD 566.7 million, respectively.

Operating Activities. For the periods ended 31 March 2007 and 2006, we generated net cash from operating activities of USD 21.2 million and USD 22.3 million, respectively. Cash provided by operating activities decreased in 2007 compared to 2006 primarily due to increases in inventories, prepaid and other expenses and accounts receivable, partially offset by increases in net income, depreciation and amortization and accrued liabilities. Since we rely heavily on cash generated from operating activities to fund our business, a decrease in demand for our products or significant technological advances of competitors would have a negative impact on our liquidity.

Investing Activities. Approximately USD 68.4 million of cash was used in investing activities during the period ended 31 March 2007, compared to USD 23.1 million for the period ended 31 March 2006. Investing activities during the first quarter of 2007 consisted principally of purchases of property and equipment and cash paid for acquisitions, primarily milestone payments, and the purchase of intangible assets.

In the third quarter of 2006, we began construction of a new logistics center located in Germany. The new facility will occupy approximately 61,000 square feet and will cost an estimated EUR 9.0 million, of which EUR 8.4 million (approximately USD11.2 million) had been incurred through 31 March 2007. The new logistics facility along with future expansions and acquisitions may result in increased investing activities compared to prior periods.

Financing Activities. Financing activities provided USD 3.0 million in cash for the three months ended 31 March 2007, compared to USD 7.2 million for the three months ended 31 March 2006. Cash provided during the period was primarily due to the issuance of common shares as a result of stock option exercises, tax benefits from stock-based compensation and proceeds received in connection with agreements to issue shares to Qiagen Finance and Euro Finance, partially offset by capital lease payments.

We have credit lines totalling USD 11.9 million at variable interest rates, none of which was utilized as of 31 March 2007. We also have capital lease obligations, including interest, in the amount of USD 12.8 million, and carry USD 496.8 million of long-term debt.

We have a note payable of EUR 30.0 million, (approximately USD 40.1 million at 31 March 2007) which bears interest at a variable interest rate of EURIBOR plus 0.75%, is due in annual payments of EUR 5.0 million through June 2011, and a note payable of EUR 5.0 million (approximately USD 6.7 million at 31 March 2007) which is due in June 2008.

We have notes payable which are the long-term borrowings of the proceeds from the issuances of USD 150.0 million senior unsubordinated convertible notes, with a 1.5% coupon due in 2024 through Qiagen Finance (2004 Notes), and of USD 300.0 million 3.25% senior convertible notes (2006 Notes) due in 2026 through Qiagen Euro Finance (Luxembourg) S.A. (Euro Finance). Qiagen Finance and Euro Finance are unconsolidated subsidiaries which were established for this purpose. At 31 March 2007, USD 150.0 million and USD 300.0 million are included in long-term debt for the amount of 2004 Notes and 2006 Notes payable to Qiagen Finance and Euro Finance, respectively. The 2004 Notes have an effective rate of 1.95%, are due in August 2011and are convertible into our common shares at a conversion price of USD 12.6449, subject to adjustment. The 2006 Notes have an effective rate of 4.2%, are due in May 2013 and are convertible into shares of our common stock at a conversion price of USD 20.00, subject to adjustment. Qiagen N.V. has agreements with Qiagen Finance and Euro Finance to issue shares to the investors in the event of conversion. These subscription rights, along with the related receivable, is recorded at fair value in the equity of Qiagen N.V. as paid-in capital.

BUSINESS

General overview

We believe that we are the world's leading provider of innovative technologies and products for pre-analytical sample preparation and linked molecular assay solutions. This belief is based on the nature of our products and technologies and on our United States and European market shares. We operate exclusively in life sciences-related industries, and develop, manufacture and market a broad portfolio of proprietary technologies and products, which meet the needs of markets including academic and industrial research, applied testing and molecular diagnostics. Our products are sold to academic research markets, and to leading pharmaceutical and biotechnology companies as well as to diagnostics laboratories. We employ more than 1,900 people worldwide. We sell our products through a dedicated sales force and a global network of distributors in more than 40 countries.

Our products standardize workflows and enable customers to reliably and rapidly process samples from collection through to purification of the target molecule, such as nucleic acids or proteins, without using hazardous reagents or expensive equipment.

We have developed or acquired a core set of technologies to provide a comprehensive approach to pre-analytical sample processing. These technologies can be used alone or in combination to achieve the best solution for a given application. In particular, our proprietary technologies for magnetic particle-based purification, solid-phase anion-exchange purification and selective adsorption to silica particles or membranes significantly enhance nucleic acid purification, the most difficult, critical, and labor intensive step in nucleic acid isolation. We believe that our technologies represent substantial advances in the speed, reliability, and ease of use of nucleic acid separation and purification procedures and the purity and yield of the resulting nucleic acids. Based on our internal data and market research we believe that we are the world's leading provider in the business of sample preparation with a market share of approximately 70%.

History

We began operations as a German company in 1986. On 29 April 1996, we were incorporated as Qiagen N.V., a public limited liability company (*naamloze vennnootschap*) under Dutch law as a holding company for our wholly owned subsidiaries.

Since 1986, we have developed and marketed a broad range of proprietary products for the academic and industrial research markets as well as for the applied testing market, which includes forensics, veterinary diagnostics, genetically modified organisms (GMO), and other food testing, and molecular diagnostics markets. We have experienced significant growth in the past, with a five year compound annual growth through 31 December 2006 of approximately 12% in net sales and 16% in net income, as reported under US GAAP. In the last five years we have made a number of strategic acquisitions and have also restructured some of our key operations. Significant events in the development of our business in 2007 and 2006 include:

- On 12 April 2007, the Company's wholly owned subsidiary Qiagen North American Holdings Inc. has entered into a definitive merger agreement with eGene, Inc. of Irvine, California, USA, pursuant to which eGene would become a wholly owned subsidiary of Qiagen North American Holdings Inc. eGene is an early-stage company that has developed and is commercializing a patented sample separation and analysis technology based on capillary electrophoresis. The merger occurred as of 9 July 2009. In the merger, each issued and outstanding share of eGene common stock was canceled against the right to receive (i) USD 0.65 per share and (ii) 0.0416 ordinary shares of the Company, but not to exceed an aggregate of 1,000,000 ordinary shares of the Company. The shares are expected to be issued in the third quarter of 2007.

- In the fourth quarter of 2006, we completed the acquisition of Genaco Biomedical Products, Inc., located in Huntsville, Alabama. Genaco is an early-stage company applying a proprietary assay technology called multiplexing, a diagnostic approach which allows for screening multiple targets in one single test. Multiplexing is a rapidly emerging segment in molecular diagnostics and which we believe is highly synergistic with our portfolio of qPCR-based molecular diagnostic assays considered by some to be the broadest in the world in the segment of infectious disease diagnostics. The Genaco solutions together with

our sample and assay technologies support PCR-based, multiplexed testing in clinical research, applied testing and molecular diagnostics. In the fourth quarter of 2006, we also acquired former distributors PhileKoreaTechnology Inc., located in Daejeon, Korea and ATC Health Products Ltd., located in Ankara, Turkey.

- In the second quarter of 2006, we completed the acquisitions of Gentra Systems, Inc., located in Minneapolis, Minnesota, Singapore-based Research Biolabs Pte. Ltd. and Research Biolabs Sdn Bhd, located in Malaysia. Gentra is a leading developer, manufacturer and supplier of non-solid phase nucleic acid purification products, providing both consumables and automated platforms. The acquisition expands our position as a leading provider of sample and assay solutions to research customers from life sciences, molecular diagnostics and applied testing. The acquisition of Research Biolabs, previously our distributor, expands our direct presence in one of the most dynamic regions of our global business. Research Biolabs currently has sales and marketing teams in Singapore, Malaysia and Indonesia, and will also support market development in Thailand and Vietnam.

- During the first quarter of 2006, we completed two acquisitions. We acquired PG Biotech Co. Ltd. (PG Biotech) a leading developer, manufacturer and supplier of polymerase chain reaction, or PCR,-based molecular diagnostic kits in China. The acquisition is intended to support our position as a leading provider of molecular diagnostics solutions to OEM partners and customers in the rapidly growing Asian markets. We also acquired certain assets and operations from Diatech s.r.l., Jesi, Italy, which distributes in Italy products produced by artus, which we acquired in 2005.

- In May 2006, the Company completed the issuance of USD 300.0 million principal amount of 3.25% senior convertible notes (2006 Notes) due 2026, through its subsidiary Qiagen Euro Finance (Luxembourg) S.A. Interest on the 2006 Notes is payable semi-annually in May and November. The 2006 Notes were issued at 100% of principal amount, and are convertible into 15.0 million shares of ordinary shares at the option of the holder upon the occurrence of certain events at a price of USD 20.00 per share, subject to adjustment. The 2006 Notes cannot be called for the first 7 years and are callable thereafter subject to a provisional call trigger of 130% of the conversion price. In addition, the holders of the 2006 Notes may require Qiagen to repurchase all or a portion of the outstanding 2006 Notes for 100% of the principal amount, plus accrued interest, on 16 May 2013, 2017 and 2022. Based on an estimation using available over-the-counter market information on the convertible bond issued by Qiagen Euro Finance (Luxembourg) S.A., the fair value of the 2006 Notes at 31 December 2006, was approximately USD 316.5 million. The effective interest rate of the Notes amounts to 7.3%. The Company has reserved 15.0 million ordinary shares for issuance in the event of conversion. The semi-annual interest payments amount to USD 4.875 million each.

For a description of the Acquisition of Digene, see "Acquisition of Digene Corporation".

Our Products

We offer over 500 products for a variety of applications in the handling, separation, purification, and subsequent use of nucleic acids and proteins. These sample and assay technologies enable our customers to efficiently pursue their research and commercial goals. The main categories of our products include:

- *Consumables*. We offer most of our sample and assay consumable products, which account for about 90% of our business, in kit form to maximize customer convenience and reduce user error. These kits contain our proprietary disposable sample processing devices and/or other proprietary technologies, all necessary reagents and buffers, and a technical handbook that includes a detailed protocol and background information. Each kit includes devices and reagents for a specified number of preparations ranging from one to thousands. Each kit is covered by our quality guarantee. Major applications for our consumable products are plasmid deoxyribonucleic acid, or DNA, purification; ribonucleic acid, or RNA, stabilization and purification; genomic and viral nucleic acid purification; nucleic acid transfection; PCR amplification; reverse transcription; DNA cleanup after PCR and sequencing; DNA cloning and protein purification. In 2005, we began offering validated PCR assays which allow PCR-based detection of viral, bacterial and parasite, human and animal pathogens as well as pharmacogenomic genotyping. The majority of assays are validated with either manual QIAamp sample preparation or automated MagAttract sample preparation

from Qiagen and CE-labeled according to the IvD-Directive in EU. During 2006, we developed and launched 67 new products including innovative sample and assay technologies for research in the areas of epigenetics, gene expression, micro RNA, proteomics, RNAi and molecular diagnostics.

Important product launches included the introduction of the new QuantiFast product line. These products, launched in May 2007, leverage a novel, proprietary technology which allow significantly reduced processing times of real-time PCR and are suited for use on all real-time instruments. QuantiFast kits allow customers to reduce the duration to 40-60 minutes. Users can save more than 50% of the time previously needed, without compromising the market-leading sensitivity and reproducibility for which Qiagen's assay technologies are recognized.

Another major important product launched in the consumables segment was the FlexiPlate siRNA, the worldwide first product line for fully customized sets of siRNAs for RNA Interference ("**RNAi**") research which the company introduced in November 2006. Previously, biologists had to rely on pre-defined sets of siRNAs. Now, Qiagen's novel FlexiPlate siRNA ensures a new dimension of flexibility by allowing users to determine not only the exact RNAi assay, but also exactly the amount of siRNAs needed for their individual requirements. These advantages directly result in significant cost savings in RNAi projects. Efficient processing allows screening of more targets, hence more RNAi projects can be completed. In high throughput RNAi-based screening, Flexiplate is expected to lead to faster, less expensive and more specific research. In low throughput RNAi, FlexiPlate allows customers to quantify the number of RNAi assays needed, thereby often leading to the ability to use seven times as many assays when compared to unquantified offerings. Customers can select and order any set of siRNAs interactively via Qiagen's GeneGlobe web portal which hosts the world's largest database of matching siRNA assays for all human and mouse genes as well as the corresponding gene expression assays. The selected siRNA sets are then quickly delivered in standard 96-well plates, which allow direct processing by customers.

Consumable products account for more than 90% of our revenues.

- *Instrumentation*. Our BioRobot systems offer walk-away automation of sample and assay technologies in low, medium or high throughput scale, as well as reaction set-up and other laboratory tasks. We also sell instruments to our OEM partners. In early 2007, we launched the QIAcube, a novel sample processing platform incorporating novel and proprietary technologies which allow users in research in life sciences, applied testing and molecular diagnostics to fully automate the processing of almost all our consumable products. The QIAcube received the distinguished New Product Award, or NPA, Designation of the Association for Laboratory Automation ("**ALA**") in February 2007.

- *Other.* A very small part of our business revenues comes from custom services, siRNA synthesis, whole genome amplification services, DNA sequencing, and non-cGMP DNA production on a contract basis. We also sell and/or license technology.

New Products

We have launched more than 100 new product lines in the past three years. In total these products generated USD 64 million. None of these products is material to Qiagen's revenues on a stand-alone basis. Highlights of Qiagen's new products launches in 2007 are the QIAcube instrument, RNAi Flexiplate and Flexitube, as well as QuantiFast consumables.

Research and Development

Our product development efforts are focused on expanding our existing products and developing innovative new products in selected areas where we have expertise and have identified substantial unmet market needs. We intend to maintain our technology leadership position through investments in product improvements, product extensions, and innovative new approaches. We believe that improvements in instrumentation will strengthen our leadership position in the automation of pre-analytical processing applications and generate an increased demand for our consumable products.

Our research and development organization is matrix structured and is overseen by our Senior Vice President of Research & Development. We conduct most of our research and development activities in Germany, Switzerland and the United States. Our organization structure allows us flexibility to refocus our product development efforts as new technologies or markets emerge. Our total number of research and development employees at 31 December 2006 was 332. Our total research and development expenses in 2006, 2005 and 2004 were approximately USD 38.4 million, USD 36.2 million, and USD 33.1 million, respectively.

Sales and Marketing

We market our products in more than 40 countries throughout the world. We have subsidiaries throughout the world in the markets that we believe have the greatest sales potential. We have established a network of highly experienced marketing personnel and employ a dedicated field sales force of over 700 people, who sell our products and provide direct support to customers. A significant number of our marketing and sales staff are experienced scientists with academic degrees in molecular biology or related areas. We also have specialized independent distributors and importers serving more than 40 countries.

Our marketing strategy is focused on providing high-quality products that offer customers unique advantages, coupled with a commitment to technical excellence and customer service. We have developed a range of marketing tools designed to provide customers with direct access to technical support and inform them of new product offerings. One such tool is our technical service hotline, which allows existing or potential customers to discuss, via phone and e-mail, a wide range of technical questions regarding our products and related molecular biology procedures with Ph.D. and M.Sc. scientists in our technical service group, who provide this advice and training. Frequent communication with customers enables us to identify market needs, to gain early insight into new developments and business opportunities, and to respond with new products. We also distribute several publications, including our annual catalog, to existing and potential customers worldwide, providing new product information, product updates, and articles contributed by customers and by our scientists about existing and new applications for our products. In addition, we advertise in leading scientific journals such as *Science,* and hold numerous scientific seminars, in which our scientists present technical information at leading academic and industrial research institutes worldwide. We conduct direct mail campaigns to announce new products or offer special sales promotions, and also offer a personalized bi-monthly electronic newsletter for our worldwide customers that provides helpful hints and information for molecular biology applications. Our web site (*www.qiagen.com*) contains a full on-line product catalog and online ordering system, various support tools and resources. Some information is available on our website in French and German to support these local markets. We also have a Japanese language site (*www.qiagen.co.jp*). The information contained in, or that can be accessed through, our website is not part of this prospectus.

In addition to keeping our customers informed of new product offerings, we also offer an inventory consignment program. The QIAcabinet is a storage cabinet owned by us and placed in customer laboratories at their request. The QIAcabinet is stocked with our products, offering customers the convenience of immediate access, thereby reducing product reorder procedures and shipping costs. We monitor cabinet inventory and bill the customers at regular intervals as the products are used. We believe that our QIAcabinet helps us maintain our competitive position, while also reducing distribution costs and increasing our visibility in the laboratory.

Principal Markets

From our inception, we have believed that nucleic acids and proteins would play an increasingly important role in molecular biology and that major new commercial uses of nucleic acids would be developed. We have been supplying customers with proprietary products for the processing of nucleic acids since 1986. Customers include major academic institutions and governmental laboratories such as the United States National Institutes of Health (the "**NIH**") as well as leading pharmaceutical and biotechnology companies. In addition, fundamental developments in recent years have created significant new opportunities for us in the emerging markets of nucleic acid-based molecular diagnostics, and applied testing such as forensics, veterinary diagnostics, testing of GMO and other food testing. In response to these opportunities, we are currently targeting our products and marketing activities to each of these markets.

Research Market

The worldwide research market for nucleic acid and protein separation and purification products is comprised of an estimated 45,000 academic and industrial research laboratories with more than 400,000 researchers from leading academic institutions, diagnostics companies and laboratories, biotechnology companies and pharmaceutical companies. A substantial portion of this market continues to utilize traditional, labor intensive methods for nucleic acid separation and purification, and we estimate that 15% of all molecular biology research time is spent on such processes. We recognized early on the opportunity to replace the traditional methods with reliable, fast, and high-quality nucleic acid separation and purification technologies and products. We concentrated our product development and marketing efforts on this market and now offer over 500 nucleic acid sample processing products to customers. We also offer a broad and innovative portfolio for the expression, purification and fractionation of proteins. We believe that we are the technology leader in this growing research market and that we are well positioned to increase sales and expand our share of the research market as laboratories continue to convert from traditional methods to newer technologies such as ours. Based on estimates of the number of sample preparations being performed each year, we believe that the potential worldwide research market for our nucleic acid purification products exceeds USD 1 billion, as the majority of the market currently uses home-brew methodology. In addition, we believe that an additional USD 800 million is spent annually in this market on PCR enzymes and reagents. We have expanded our product base for PCR amplification and reverse transcription and continue to develop products for the PCR-related market segment. In 2005 we were one of the first companies to enter into a broad licensing agreement with Applied Biosystems Group regarding real-time PCR technology. This agreement enhances our value as a leading supplier of a broad range of real-time PCR technologies. These real-time PCR technologies are optimized for use with our market- and technology-leading pre-analytical solutions. Our PCR reagent portfolio is also a critical component for ready-to-use real-time PCR assays which we offer and which are linked to our innovative RNAi assay offering.

Nucleic Acid-Based Molecular Diagnostics Market

We believe that the molecular diagnostics market represents a significant market for nucleic acid separation and purification products. We believe that the advent of PCR and other amplification technologies has made the prospect of nucleic acid-based molecular diagnostics feasible. Nucleic acid-based molecular diagnostics have fundamental advantages over traditional diagnostic technologies such as immunoassays in time specificity and sensitivity. This new generation of molecular diagnostics can be used, for example, to detect or identify micro-organisms, cancer cells, bacteria and viruses (including HIV) by searching for their nucleic acid sequences. In order to prove that a disease is present in a patient, the unique sequence of the target nucleic acid causing the disease must be known, and the sequence in the sample must be amplified to facilitate detection. Potential commercial applications for nucleic acid-based molecular diagnostics include infectious disease diagnostics in bio banks, HLA typing for bone marrow and organ transplantation, genetic testing for predisposition to cancers and other common diseases, and genetic "fingerprinting" of humans, animals and plants.

The success of nucleic acid-based molecular diagnostics will depend on the ability to analyze purified nucleic acid samples from a variety of specimens, including blood, tissue, body fluids and stool, and on automation so that hundreds of samples can be handled concurrently. Other key factors will be the convenience, versatility, and reliability of the nucleic acid separation and purification procedures. Our BioRobot series has been developed to handle low-, medium-, and high-throughput nucleic acid sample preparation and handling tasks in molecular biology laboratories, clinical laboratories, blood banks, forensic projects, and genomics projects. Nucleic acid samples purified on our instruments are ready for use in the demanding and sensitive downstream assays performed in molecular diagnostic applications. We offer closed and open assay technologies. The open platforms, such as RT-PCR or Endpoint PCR, contain PCR reagents. Closed platforms, diagnostics with predefined targets, include Multiplexing and other pathogen detection assays. In order to broadly address the molecular diagnostics market, in May 2005 we acquired artus, subsequently renamed Qiagen Hamburg GmbH, which offers a broad range of real-time PCR assays for viral and bacterial pathogen detection that are complementary to our sample preparation kits. The majority of these assays are validated with either manual QIAamp sample preparation or automated MagAttract sample preparation and CE-labeled according to the EU-IvD-D. Assays are marketed directly to end customers by our sales channels and selected assays are marketed by major diagnostic partners with access to customers complementary to our customers. All assays are PCR-licensed for human diagnostic and veterinary diagnostic

purposes and provide all features such controls, ready-to-use reagents and comprehensive technical documentation needed in a routine diagnostic testing environment. In addition, we intend to enter into partnerships or other agreements with established companies in the molecular diagnostics market in order to broaden the distribution of our products.

Applied Testing Market

We believe that emerging applied testing markets such as forensics, veterinary and food, offer great opportunities for standardized sample preparation and assay solutions. Successes in crime cases due to DNA analyses, public debates about GMO and food safety as well as bioterrorism risks, have increased the value of the use of molecular based methods. These methods are performed by well trained researchers in fully equipped laboratories as well as by less trained personnel calling for easy-to-use, reproducible and standardized methods. Our manual DNA and RNA purification methods and the automated solutions on BioRobot EZ1, BioSprint 15 and 96, as well as our amplification enzymes and quantitative assays address the needs in these markets. We market a range of assays to end users in applied testing markets such as veterinary diagnostics and biodefense laboratories.

Seasonality

Our business does not experience predictable seasonality. Historically, a significant portion of our sales have been to researchers, universities, government laboratories and private foundations whose funding is dependent upon grants from government agencies such as the US NIH and similar domestic and international agencies. To the extent that our academic customers experience increases, decreases or delays in funding arrangements, and to the extent that any of our customers' activities are slowed, such as during vacation periods or due to delays in the approval of governmental budgets, including the US federal government's budget, we may experience fluctuations in sales volumes during the year or delays from one period to the next in the recognition of sales.

Revenue by Geographic Region

The table below sets forth total revenue during each of the past three fiscal years by geographical market, which includes revenue from all our product and service offerings. It is not practicable to provide a detail of revenues by category of activity. Net sales are attributed to countries based on the location of the subsidiary making the sale as certain subsidiaries have international distribution.

Net Sales	2006	2005
North America*	USD 318,865,000	$ 285,242,000
Germany*	220,325,000	187,381,000
Switzerland*	40,044,000	36,957,000
Asia*	49,875,000	35,266,000
Rest of World*	109,025,000	88,924,000
Corporate*	525,000	985,000
Subtotal	738,659,000	634,755,000
Intersegment Elimination+	(272,881,000)	(236,360,000)
Total	$ 465,778,000	$ 398,395,000

Net Sales	2004 #
USA*	$ 271,107,000
Germany*	163,611,000
Switzerland*	37,936,000
Japan*	41,563,000
United Kingdom*	31,511,000
Norway*	100,000
Other countries*	55,857,000

Net Sales	2004 #
Subtotal	601,685,000
Intersegment Elimination+	(221,286,000)
Total	$ 380,399,000

* Includes net sales to affiliates.
\+ Represents intercompany sales between affiliates, which are accounted for by a formula based on local list prices and eliminated in consolidation.
\# In accordance with the increase of the number of consolidated companies within the Qiagen Group, we reassessed the composition of our reportable segments for 2005 and 2006. Accordingly, the presentation for 2004 deviates from the presentation for 2005 and 2006.

Intellectual Property, Proprietary Rights and Licenses

We do not depend on any individual patent or technologies owned or licensed by us. We are however significantly dependent in the aggregate on technology that we own or license. Therefore, we consider the protection of our proprietary technologies and products for the separation and purification of nucleic acids as the key to the success of our business. We rely on a combination of patents, licenses and trademarks to establish and protect our proprietary rights in our technologies and products. We currently own 89 issued patents in the United States, 56 issued patents in Germany and 327 issued patents in other major industrialized countries, and have 452 pending patent applications. Worldwide, we own 472 granted patents. Our policy is to file patent applications in Western Europe, the United States and Japan. US patents have a term of 17 years from the date of issue for patents issued from applications submitted prior to 8 June 1995, and 20 years from the date of filing of the application in the case of patents issued from applications submitted on or after 8 June 1995. Patents in most other countries have a term of 20 years from the date of filing the patent application. We intend to aggressively prosecute and enforce our patents and otherwise protect our proprietary technologies. We also rely on trade secrets, know-how, continuing technological innovation and licensing opportunities to develop and maintain our competitive position.

Our practice is to require employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to execute confidentiality agreements upon the commencement of their relationships with us. These agreements provide that all confidential information developed by or made known to the individual during the course of the individual's relationship with us is to be kept confidential and not disclosed to third parties, subject to a right to publish certain information in scientific literature in certain circumstances and to other specific exceptions. In the case of our employees, the agreements provide that all inventions conceived by the individual in the course of their employment will be our exclusive property.

See "Risk Factors" for details regarding risks related to our reliance on patents and proprietary rights.

Partnerships, Alliances and Acquisitions

Our strategy includes the use of strategic alliances to augment our product development efforts with complementary technologies and to leverage our marketing and distribution capabilities with respect to select market opportunities. In order to expand our business, we also intend to continue to pursue strategic investments in or acquisitions of complementary businesses and technologies as the opportunities arise. We currently develop integrated solutions for and together with 15 manufacturers from pharma and diagnostics, including Roche Diagnostics, Abbott Laboratories and Bayer.

Competition

We believe that our primary competition involves traditional separation and purification methods, such as phenol extraction, cesium chloride density gradient centrifugation, and precipitation. These methods utilize widely available reagents and other chemicals supplied by companies such as Sigma-Aldrich Corp. and Roche Diagnostics GmbH (Applied Sciences Division). We compete with such methods through our innovative technologies and products, which offer a comprehensive solution for nucleic acid collection, pre-treatment, separation and purification needs

and provide significant advantages over traditional methods with respect to speed, reliability, convenience, and ease of use.

We also experience, and expect to continue to experience, competition in different segments of our business from other companies providing sample preparation products in kit form and assay solutions. These competitors include: Promega Corp., Invitrogen Corp., Millipore Corp., Roche Diagnostics, and Macherey-Nagel GmbH for nucleic acid separation and purification; Applied Biosystems, Invitrogen Corp. and Promega Corp for assay solutions; Invitrogen Corp. and Promega Corp. for transfection reagents, Sigma-Aldrich Corp. and Fisher Scientific for protein fractionation products. We believe that our proprietary technologies and products offer significant advantages over competitors' products with regard to purity, speed, reliability, and ease-of-use.

We believe that our competitors do not have the same comprehensive approach to pre-analytical solutions, including nucleic acid sample processing and therefore cannot provide the broad range of technologies and depth of products and services that we offer. With our complete range of manual and fully automated solutions, we believe we offer the value of standardization of procedures and therefore more reliable results. We also believe that our integrated strategic approach of sample and assay technologies gives us a competitive advantage. The quality of sample preparation—a field in which we have a unique market and leadership position—is a key prerequisite for reliable molecular assay solutions which increasingly are being applied in emerging markets such as applied testing and molecular diagnostics.

Our continued future success will rely in large part on our ability to maintain our technological advantage over competing products, expand our market presence and preserve customer loyalty. There can be no assurance that we will be able to compete effectively against our past, present or future competitors or that developments by others will not render our technologies or products non-competitive.

Suppliers

We buy materials for our products from many suppliers, and are not dependent on any one supplier or group of suppliers for our business as a whole. Raw materials generally include chemicals, raw separation media, biologics, plastics and packaging. Raw materials are generally readily available at competitive, stable prices from a number of suppliers. Certain raw materials are produced under our specifications, so we closely monitor stock levels to maintain adequate supplies. We believe we maintain inventories of raw materials at a sufficient level to ensure reasonable customer service levels, and to guard against normal volatility in availability.

Government Regulations

We are not subject to direct regulation other than regulation generally applicable to businesses pursuant to various laws and regulations in effect in the different jurisdictions in which we operate, including laws and regulations applicable to environmental matters, such as the handling and disposal of hazardous wastes. Our research and development activities involve the controlled use of small amounts of hazardous materials, chemicals and radioactive compounds. Although we believe that our safety procedures for handling and disposing of such materials comply with the standards prescribed by applicable regulations, such as the United States Occupational Safety and Health Administration's, or OSHA, Hazard Communication and Occupational Exposure to Hazardous Chemicals in Laboratories standards, the risk of accidental contamination or injury from these materials cannot be completely eliminated. In the event of such an accident, we could be held liable for any damages that result and any such liability could have a material adverse effect on us.

We also comply with the OSHA Bloodborne Pathogens standard and the Center for Disease Control/National Institutes of Health Biosafety in Microbiological and Biomedical Laboratories standards for the handling of biological materials as well as comply with the United States Department of Transportation and International Air Transport Association regulations for the shipping of our kits which contain materials classified as hazardous. There are other federal, state and local laws and regulations applicable to our business, including those of the United States Environmental Protection Agency and the Maryland Department of the Environment. However, we do not expect that compliance with governmental regulations to which we are subject will have a material effect on our capital expenditures, earnings or competitive positions.

We have developed a comprehensive portfolio of more than 500 proprietary, consumable products and automated solutions for sample collection, nucleic acid and protein handling, separation, and purification and open and target specific assays. The company's products are sold to academic research markets, to leading pharmaceutical and biotechnology companies, to applied testing customers (such as in forensics, veterinary, biodefense and industrial applications) as well as to molecular diagnostics laboratories. Molecular diagnostic products are subject to regulations pertaining to in vitro diagnostic products in certain countries such as in the United States. Sales volumes of certain of our products in development may be dependent on commercial sales by our customers of diagnostic and pharmaceutical products, which will require preclinical studies and clinical trials and other regulatory requirements. Trials will be subject to extensive regulation by governmental authorities in the United States, including the Food and Drug Administration (FDA) and equivalent agencies in other countries, and involve substantial uncertainties. In addition, certain of our products, especially products intended for use in in-vitro diagnostics applications, are dependent on regulatory or other clearance. For example, as of 7 December 2003, all in vitro diagnostic products sold in the European Union had to bear the CE mark, which indicates compliance with the requirements of the EU-IvD-D. Our molecular diagnostics products are 34 EU CE IVD assays, six EU CE IVD sample preparation products, one 510k PAX RNA product, nine China SFDA IVD assays and 98 general purpose reagents.

In the future, we also expect to seek FDA approvals for IVD products under current development by us. Delays or failure in obtaining such regulatory clearance or approvals can significantly damage our molecular diagnostics business.

Organizational Structure

Qiagen N.V. is the holding company of the Qiagen group. The following is a list of the Company's direct and indirect subsidiaries as of 31 December 2006, other than certain subsidiaries that did not in the aggregate constitute a significant subsidiary.

Company	Country
Genaco Biomedical Products, Inc.	USA
Gentra Systems, Inc.	USA
QIAGEN BV	Netherlands
QIAGEN Deutschland Holding GmbH	Germany
QIAGEN Euro Finance (Luxembourg) S.A.	Luxemburg
QIAGEN Finance Deutschland GmbH	Germany
QIAGEN Finance (Luxembourg) S.A.	Luxemburg
QIAGEN GmbH	Germany
QIAGEN Hamburg GmbH	Germany
QIAGEN, Inc. (Canada)	Canada
QIAGEN, Inc. (USA)	USA
QIAGEN Instruments AG	Switzerland
QIAGEN KK	Japan
QIAGEN Ltd.	UK
QIAGEN North American Holding Inc.	USA
QIAGEN Pty. Ltd.	Australia
QIAGEN S.A.	France
QIAGEN Sciences, Inc.	USA
QIAGEN Shared Services, Inc.	USA
QIAGEN SpA	Italy
QIAGEN Vertriebsges. mbH	Austria
Nextal Biotechnology Inc.	Canada
Shenzhen PG Biotech Co. Ltd.	China

Description of Property and Facilities

Our production and manufacturing facilities for consumables products are located in Germany, the United States and China. Our instrument production facility is located in Switzerland. Over the last several years, we have made investments in automated and interchangeable production equipment to increase our production capacity and improve efficiency. Some of our products require production using Good Manufacturing Practices ("**GMP**"), special areas were built in our facilities to comply with these requirements. Our production and manufacturing operations are highly integrated and benefit from sophisticated inventory control. We have also installed and continue to expand production-planning systems that are included in our integrated information and control system based on the business software package SAP R/3 from SAP AG. Worldwide, we use SAP software to integrate our material operating subsidiaries. Our production management personnel are highly qualified and many have advanced degrees in biology, chemistry or engineering.

The consumable products manufactured at Qiagen GmbH and Qiagen Hamburg GmbH, both in Germany, and Qiagen Sciences, Inc. in Maryland are produced under ISO 9001: 2000, ISO 13485:2003 for Medical Devices, and ISO 13485:2003 CMDCAS. Qiagen Hamburg GmbH and Qiagen GmbH have also been certified under the EC Directive 98/79/EC for medical devices. Qiagen Instruments AG in Switzerland, which produces the majority of our instrumentation product line, is also ISO 9001 : 2000 and 13485:2003 certified. Our certifications form part of our ongoing commitment to provide our customers high quality, state-of-the-art sample and assay technologies and to the development of our Total Quality Management system.

Our facilities in Hilden, Germany currently occupy a total of approximately 530,000 square feet, some of which is leased pursuant to separate contracts expiring between the years 2006 and 2018. In two separate transactions between July 1997 and February 1998, we purchased a parcel of land directly adjacent to our existing German facilities, measuring approximately 549,000 square feet. During 2003, we completed a 115,000 square foot production facility and a 149,000 square foot administration building on this land at a cost of EUR 55.4 million (approximately USD 69.8 million). During 2005, we purchased our leased cGMP production facilities in Germany and began the planning for a new logistics center in Hilden. Construction on the new facility began in August 2006 and was completed in the second quarter of 2007. The new logistics center will occupy approximately 61,000 square feet and will cost an estimated EUR 9.0 million, of which EUR 6.4 million (approximately USD 8.2 million) had been incurred at 31 December 2006.

We increased our production capacity with the establishment of a manufacturing and research facility in the United States. In 1999, Qiagen Sciences, Inc. purchased an 18-acre site for approximately USD 3.2 million in Germantown, Maryland. Construction began in March 2000, and in November 2000 Qiagen Sciences exercised the option to purchase an additional adjacent lot of approximately 6 acres for USD 1.2 million. The purchase of this additional lot allows for future expansion of up to 400,000 square feet of additional facility space. Construction was financed primarily by intercompany loans and bank debt. Early in 2002, construction on the manufacturing portion of the facility was completed at a cost of approximately USD 57.5 million. The 200,000 square foot Maryland facility consists of several buildings in a campus-like arrangement and is intended to accommodate over 300 employees. Construction of siRNA/RNA research and development lab and production space, as well as additional office space, was completed in the first quarter of 2003 at a cost of approximately USD 3.9 million. Qiagen Sciences is integrated with our other North American and European subsidiaries through our SAP business information systems and utilizes production-planning, quality management and inventory management modules from SAP in order to increase efficiency.

Our corporate headquarters are located in leased office space in Venlo, the Netherlands. Other subsidiaries throughout the world lease small amounts of space. Capital expenditures for property, plant and equipment totaled USD 29.0 million, USD 13.7 million, and USD 12.6 million for the years ended 31 December 2006, 2005 and 2004.

Property, plant and equipment pledged as security against non-current financial debts amounts to USD 81.8 million at 31 December 2006 (31 December 2005: USD 74.1 million).

We believe that our existing and planned production and distribution facilities can support our anticipated production needs for the next 36 months. Our production and manufacturing operations are subject to various

federal, state, and local laws and regulations including environmental regulations. We believe we do not have any material issues relating to these laws and regulations.

Material Contracts

The following agreements are the only agreements (not being agreements entered into in the ordinary course of business) that we have entered into within the two years immediately preceding the date of this prospectus which are material or which have been entered into at any time and which contain provisions under which we have an obligation or entitlement that is material as of the date of this prospectus:

- Restated and Amended Patent License Agreement between Qiagen GmbH and Applera Corporation dated 2 December 2005 under which Qiagen GmbH and its affiliates were granted certain perpetual non-exclusive commercialization rights under certain patents and patent applications describing and claiming certain thermostable DNA polymerases and polymerase compositions, the polymerase chain reaction (PCR) process, reverse transcriptions using a thermostable polymerase, and sequencing nucleic acids with Taq DNA polymerase. The royalty bearing license is limited to research applications and additional licensed application fields as animal identiy testing, food testing applications and others;

- License Agreement between Qiagen Hamburg GmbH and Ortho-Clinical Diagnostics, Inc. dated 11 September 2006 under which Qiagen Hamburg GmbH and its affiliates were granted certain perpetual non- exclusive royalty bearing license rights under certain patents and patent applications to make, have made, use, import offer to sell, sell and have sold certain products for the amplification and detection of designated specific target nucleic acid sequences for research, in vitro diagnostics and applied testing applications;

- Nonexclusive License Agreement between Qiagen Hamburg GmbH and Abbott Laboratories dated 31 December 2006 under which Qiagen Hamburg GmbH and its affiliates were granted a perpetual non-exclusive royalty free license under the so-called Lee Patent to make, have made, use, import offer to sell, sell and have sold products without any field restrictions;

- Nonexclusive License Agreement between Genaco Biomedical Products, Inc. and Abbott Laboratories dated 31 December 2006 under which Genaco Biomedical Products, Inc and its affiliates were granted a perpetual non-exclusive royalty free license under the so-called Caskey Patents to make, have made, use, import offer to sell, sell and have sold products in the human diagnostics, research and other fields;

- Nonexclusive License Agreement between Genaco Biomedical Products, Inc. and Abbott Laboratories dated 31 December 2006 under which Genaco Biomedical Products, Inc and its affiliates were granted a perpetual non- exclusive royalty bearing license under ceratin patents and and patent applications characterizing the detection of prokaryotic organisms by DNA hybridization (the so-called Stanbridge Patents) to make, have made, use, import offer to sell, sell and have sold products in all fields other than certain fields related to foodstuff and beverages;

- UDG Patent License Agreement between Qiagen GmbH and Invitrogen IP Holdings, Inc. dated 1 January 2007 under which Qiagen GmbH and its affiliates were granted certain perpetual non- exclusive commercialization rights under certain patents and patent applications related to uracil glycosylase dentamination (UDG) technology. The royalty bearing license is limited to internal research use by the end customer and excludes any therapeutc or diagnostic applications;

- License and Supply Agreement between Qiagen GmbH and Biomatrica, Inc. dated 15 May 2007 under which Qiagen GmbH has been appointed as Biomatrica's exclusive partner for the commercialization of certain products for the stabilization, transportation and storage of of biomolecules which are developed, manufactured and supplied to by Biomatrica to Qiagen for distribution to end-users. Under the terms of this agreement, Biomatrica has granted to Qiagen GmbH and its affiliates an exlusive (subject to certain rights reserved by Biomatrica) license to use, sell, have sold, distribute, have distributed, market and have marketed the defined licensed products. The agreement provides for certain milestone payments to be made by Qiagen GmbH upon achievement of defined development and sales milestones. Further, sales by Qiagen

of licensed products in combination with Qiagen's proprietary products are subject to certain royalty payments by Qiagen; and

- Non-Exclusive Distribution Agreement between Qiagen GmbH and Whatman, Inc. dated 3 May 2007 under which Qiagen GmbH has been appointed as non-exclusive distributor of certain Whatman stabilization products for an intial period of five years with the right to appoint sub-distributors.

Legal proceedings in which we are involved

We are not involved in any material litigation. For the period covered by the financial information included incorporated by reference in this prospectus, we have not paid any damages in connection with litigation matters that have had a material adverse effect on our financial condition or results of operations. No assurance can be given that litigation matters will not have a material adverse effect on our financial condition and results of operations.

ACQUISITION OF DIGENE CORPORATION

The Acquisition

The Offer

On 3 June 2007, the Company, Qiagen North American Holdings, Inc. and Qiagen Merger Sub, LLC entered into the Merger Agreement with Digene Corporation. Subject to the terms and conditions of the Merger Agreement, Qiagen has launched the Offer to acquire each issued and outstanding share of Digene common stock followed by the Merger.

In connection with the Offer, Qiagen has filed a Registration Statement on Form F-4 under the Securities Act of 1933, as amended, with the US Securities and Exchange Commission on 15 June 2007, as well as a Tender Offer Statement on Schedule TO.

Pursuant to the terms of the Merger Agreement, Digene stockholders could elect to receive in exchange for each share of Digene common stock either 3.545 ordinary shares in the share capital of the Company (and any cash to be paid in lieu of fractional shares) or USD 61.25. However, not more than 55% of the shares of Digene common stock tendered in the offer could be exchanged for cash, and not more than 45% of the shares of Digene common stock tendered in the offer could be exchanged for Qiagen shares. The terms of the Merger Agreement provided for proration and allocation procedures to achieve this result.

The Offer to acquire any shares of Digene common stock in the Offer was conditional upon Digene stockholders having validly tendered and not properly withdrawn prior to the expiration of the Offer at least 50.1% of the fully diluted shares of Digene common stock, defined as the sum of the shares of Digene common stock outstanding immediately prior to the expiration of the Offer and the shares of Digene common stock which Digene could be required to issue pursuant to equity awards outstanding at such time.

The Merger

After completion of the Offer, the Company has caused Digene to complete a merger with and into Merger Sub, LLC, in which outstanding shares of Digene common stock, excluding shares owned by the Company or any subsidiary of the Company or held in treasury by Digene, that were not exchanged in the Offer have been converted into the right to receive 3.545 ordinary shares of the Company or USD 61.25 in cash, subject to the same election and pro rata allocation procedures applicable to Digene shares tendered in the Offer. Appraisal rights are available in the Merger.

The Acquisition of all shares of Digene common stock was completed on 30 July 2007. 37,121,743 New Shares have been issued as consideration for the shares of Digene common stock which were acquired by Qiagen in the Offer. The 5,113,040 New Shares to be issued by the Company as consideration for the shares of Digene common stock which were acquired by Qiagen in the Merger are expected to be issued within 90 days of the date of this prospectus, subject to delay in the Settlement of the Merger.

After also the New Shares in connection with the Merger will have been issued, the Company's shareholders will own approximately 78% of the combined company on a fully diluted basis, and Digene stockholders will own approximately 22%.

Digene History and Business Description

Digene develops, manufactures and markets DNA and RNA tests, with a focus on molecular diagnostics and women's health.. Digene's primary product, the Digene® HPV (human papillomavirus) Test, screens for the presence of high-risk types of the virus that have been shown to be the cause of cervical cancer. The Digene HPV Test is the only test for HPV that is both FDA-approved and CE-marked. This addresses one of the largest and most rapidly expanding market segments in women's health and molecular diagnostics.

HPV is a family of common viruses, of which more than 30 types are transmitted through intimate (genital) skin-to-skin contact. The US Centers for Disease Control and Prevention estimates that 6.2 million Americans acquire a new genital HPV infection every year and that 80% of women will be infected by the age of 50. HPV testing is typically

performed in the same laboratories in which the Company's products are used. In addition, the new combined company will be well positioned to facilitate HPV testing in under-served regions in both industrialized and developing countries.

Digene's product portfolio also includes tests for the detection of other sexually transmitted infections, including chlamydia and gonorrhea. Digene has received regulatory approval from the US Food and Drug Administration with respect to these tests. Digene's tests are marketed in more than 40 countries worldwide.

Digene was first formed in 1987 as a private company, and became a publicly traded company in May 1996. Since its incorporation in 1987, Digene has devoted substantially all of its resources to developing, manufacturing and marketing its proprietary gene-based testing systems for the screening, monitoring and diagnosis of human disease. Digene's revenues, to a significant extent, have been derived from the sales of its diagnostic tests for the presence of HPV. HPV test revenues of USD 134,361,000 accounted for 88% of total revenues in Digene's fiscal year 2006 (1 July 2005 to 30 June 2006) and 91% of total revenues (USD 135,162,000) in the first nine months of fiscal year 2007.

Digene's goal is to develop and commercialize gene-based testing systems for women's cancers and infectious diseases. Its strategy is to leverage both its position as a pioneer in the HPV testing market and its Hybrid Capture® technology to develop additional tests for the early detection of disease.

Digene owns or has license rights to over 170 patents and patent applications worldwide. Its most significant patent rights relate to its Hybrid Capture technology and HPV types. Through Digene's owned patents, exclusive and non-exclusive license agreements and the public domain, Digene has rights or access to all 13 of the commonly recognized high-risk HPV types.

Digene has a manufacturing facility and corporate headquarters in Gaithersburg, Maryland. Digene has over 500 employees and subsidiaries in Brazil, France, Italy, Germany, Spain, Switzerland and the United Kingdom.

Background to and Rationale for the Acquisition

Qiagen believes it is a leading provider of sample and assay technologies for biological targets such as DNA, RNA and proteins. Through its technology- leading positions as well as through catalytic acquisitions, Qiagen has created a molecular diagnostics franchise which, with approximately USD 150 million in annual sales in 2007. Qiagen offers a broad portfolio of molecular diagnostic tests, which are available subject to regulatory approval in many countries of the world.

The strategic rationale for this Acquisition is the combination of Qiagen's technology portfolio and its breadth of molecular diagnostic tests with Digene's HPV test systems. The joint franchises link virology with oncology, thereby creating an exceptional platform to add next-generation and high-value molecular diagnostic products and strategically position the company for future growth. It is consistent with Qiagen's strategy to expand the leadership in sample and assay technologies. This Acquisition provides Qiagen with many ways to drive top-line and bottom-line growth, such as access to new channels with existing and new products and combined technology, resources and infrastructure to provide greater operating strengths.

Qiagen is able to build on the successful partnership which it has had with Digene for more than a decade. The companies have collaborated on various projects, such as Digene's current Rapid Capture® System, which Qiagen co- developed and manufactures. By accelerating this existing and productive working relationship, the companies anticipate future growth opportunities. Value drivers for Qiagen and the combined entity include:

- Digene's highly focused strategy in MDx is a natural fit into Qiagen 's strategy;
- Significant value creation to Qiagen shareholders and contribution to Qiagen's growth profile;
- A leading position in the field of HPV testing;
- HPV testing is large and fastest growing segment in MDx with over USD 1 billion market potential;

- A leading IP position of Digene in HPV - a virus with more than 100 subtypes, of which approximately 13 are high-risk;
- HPV bridges Qiagen's virology leadership into the fast-growing oncology segment;
- The HPV assay creates significant value for Qiagen's platforms and assay breadth;
- Significant regulatory position - Digene has the only FDA-approved test for HPV;
- Creates a market and technology leading player in MDx with over USD 350 million of molecular diagnostics revenues;
- Accretive to growth in revenues;
- Sales channel with over 300 employees in molecular diagnostics sales;
- Platform for expansion of assay portfolio and other growth opportunities;
- Expands opportunities across diagnostics, applied testing, pharma and research customers;
- Technology development and commercialization partners for more than a decade;
- Similar cultures of focus and excellence;
- Rapid integration expected due to a long-standing relationship and geographic proximity.

MANAGEMENT AND EMPLOYEES

Set out below is a summary of certain information concerning the Company's managing board, supervisory board and employees and a summary of certain provisions of the Company's articles of association in respect of its managing board and supervisory board. The summary of the above-mentioned provisions of the articles of association is based on, and qualified in its entirety by reference to, the full text of the Company's articles of association.

Management Structure

The Company has a two-tier board structure consisting of a managing board (*directie*) and a supervisory board (*raad van commissarissen*).

Managing Board

Powers, Composition and Function

Our managing board is responsible for the day-to-day management of our operations under the supervision of our supervisory board. In performing its duties, the managing board is required to be guided by our interests and our business enterprise and the interests of all stakeholders (which includes but is not limited to our shareholders). The managing board is required to provide the supervisory board in a timely manner with all information necessary for the supervisory board to carry out its duties.

The managing board as well as each managing director acting individually, may represent the Company.

The supervisory board designates one of the members of the managing board as chairman of the managing board, who shall have the title of Chief Executive Officer.

The supervisory board determines the number of members of the managing board. Managing directors shall be appointed by the general meeting of shareholders upon the joint meeting of the supervisory board and the managing board (the "**Joint Meeting**") having made a binding nomination for each vacancy. However, the general meeting of shareholders may at all times overrule the binding nature of such a nomination by a resolution adopted by at least a two-thirds majority of the votes cast, if such majority represents more than half the issued share capital.

Members of the managing board are appointed for a maximum term of one year, provided, however, that unless a member of the managing board has resigned at an earlier date, his or her term of office lapses at the end of the annual general meeting of shareholders to be held in the year after the year of his or her appointment. A retiring member of the managing board can be re-appointed for a new term of up to one year.

Under the Company's articles of association, the general meeting of shareholders may suspend or dismiss a managing director at any time. The supervisory board shall also at all times be entitled to suspend (but not to dismiss) a managing director. The general meeting may only adopt a resolution to suspend or dismiss a managing director by at least a two-thirds majority of the votes cast, if such majority represents more than half of the issued share capital, unless the proposal was made by the Joint Meeting in which case a simple majority is sufficient.

Resolutions of the managing board shall be validly adopted, if adopted by simple majority of votes, at least one of whom so voting in favor of the proposal must be the chairman. Each managing director has the right to cast one vote. In case of absence, a managing director may issue a proxy, however, only to another managing director. The managing board may adopt its resolutions in writing without holding a meeting, provided that the proposals for such resolutions have been communicated in writing to all managing directors and no managing director has objected to this method of adoption of a resolution.

In accordance with our articles of association, the supervisory board has adopted rules governing the internal organization of the managing board.

Under Dutch law, in the event that there is a conflict of interest between a managing director and the Company, the Company is represented by the supervisory board. However, the general meeting of shareholders should at all times in an event of a conflict of interest be given the opportunity to appoint a person who is authorized to represent the Company in such event. According to the Dutch corporate governance code (see also "Description of Share Capital and Corporate Governance – Corporate Governance") any conflict of interest or apparent conflict of interest between the Company and managing directors should be avoided. Decisions to enter into transactions under which managing directors would have conflicts of interest that are of material significance to the Company and/or to the relevant managing director require the approval of the supervisory board.

Dutch law provides that decisions of the managing board involving a significant change in the identity or nature of the Company or the business are subject to the approval of the general meeting of shareholders. Such changes in any event include:

- the transfer of the enterprise or practically the entire enterprise to a third party;
- the entry into or termination of any form of long term cooperation between the Company or a subsidiary (*dochtermaatschappij*) of the Company and any other legal entity or company or as a fully liable general partner of a limited or general partnership, provided that such cooperation or termination thereof is of considerable significance to the Company; or
- the acquisition or disposal, by the Company or any of its subsidiaries, of a participating interest in the capital of a company with a value corresponding to a value of at least one-third of the sum of the assets of the Company according to the Company's balance sheet with explanatory notes thereto or, if the Company prepares a consolidated balance sheet, according to the consolidated balance sheet with explanatory notes thereto according to the last adopted annual accounts of the Company.

The supervisory board can by resolution provide that other clearly specified managing board resolutions will be subject to its approval.

Members of the Managing Board

At the date of this prospectus the managing board is composed of the following four members:

Name	Date of birth	Position	Member as of	Term
Peer Schatz	3 August 1965	Chief Executive Officer	1998	2008
Roland Sackers	17 December 1968	Chief Financial Officer	2006	2008
Joachim Schorr	26 July 1960	Senior Vice President Global Research & Development	2004	2008
Bernd Uder	29 June 1957	Senior Vice President Global Sales	2004	2008

The address of our registered office serves as the business address for all members of the managing board. See "Description of Share Capital and Corporate Governance — General".

Peer Schatz

Mr. Peer Schatz joined our business in 1993 and has been our Chief Executive Officer since 1 January 2004. He was the Chief Financial Officer of our business between 1993 and 2003 and became a member of our managing board in 1998. Mr. Schatz was previously a partner in a private management buyout group in Switzerland and worked in finance and systems positions in Sandoz, Ltd. and Computerland AG, as well as in finance, operations, management

and sales positions in various start-up companies in the computer and software trading industry in Europe and the United States. Mr. Schatz graduated from the University of St. Gall, Switzerland, with a master's degree in finance in 1989 and obtained an MBA in finance from the University of Chicago Graduate School of Business in 1991. Mr. Schatz also serves in the capacities of Vice Chairman and Audit Committee Chairman of Evotec AG and as director to Mulligan BioCapital AG, acted as a member of the Advisory Board (*Börsenrat*) of the Frankfurt Stock Exchange through 2004, and also serves as a member of the German Corporate Governance Commission.

Roland Sackers

Mr. Roland Sackers joined our business in 1999 as Vice President Finance and has been Chief Financial Officer and Deputy Managing Director since 2004. In 2006, Mr. Sackers became a member of our managing board. Between 1995 and 1999, he acted as an auditor with Arthur Andersen Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft. Mr. Sackers graduated from the Westfälische Wilhelms-Universität Münster, Germany with an MBA. Until 2006, he was a member of the supervisory board and Audit Committee of IBS AG. Since July 2004, Mr. Sackers has been a member of the board of directors of Operon Biotechnologies, Inc.

Joachim Schorr

Dr. Joachim Schorr joined our business in 1992 and has been our Senior Vice President Research & Development since 1 January 2004. He became a member of our managing board in 2004. Dr. Schorr initially served our business as Project Manager and later had responsibilities as Business Unit Manager. In 1999, Dr. Schorr became Vice President Research & Development with the responsibility for our world-wide R&D activities. Before joining our business, Dr. Schorr worked for the pharmaceutical company Hoechst AG on the development of oral malaria vaccines and was awarded with the IHK research award in 1991. Dr. Schorr holds a Ph.D. in Molecular Biology and Virology from the University of Cologne. Dr. Schorr was a co-founder of Coley Pharmaceuticals, EnPharma Pharmaceuticals and QBM Cell Sciences and is currently a member of the supervisory board of QBM Cell Sciences.

Bernd Uder

Mr. Bernd Uder joined our business in 2001 as Vice President Sales & Marketing and became a member of our managing board and Senior Vice President Sales & Marketing in 2004. With completion of the restructuring of our Sales & Marketing organization, Bernd Uder became Senior Vice President Global Sales in 2005. Before joining our business, Mr. Uder gained wide experience in building up and coordinating world-wide distribution networks as Vice President European Biolab Sales & Marketing with Pharmacia and Vice President global e-business with Amersham Pharmacia Biotech. Today, Mr. Uder is responsible for the extension and the improvement of efficiencies of our global distribution network.

Supervisory board

Powers, Composition and Function

Our supervisory board supervises the policies of our managing board and the general course of affairs of the Company and its business enterprise. The supervisory board also provides advice to the managing board. In performing their duties, the members of the supervisory board are required to be guided by the interests of the Company and its enterprise and the interest of all stakeholders (which includes but is not limited to our shareholders).

The supervisory board appoints a chairman from among its members.

The supervisory board shall consist of such number of members as the Joint Meeting may from time to time determine, with a minimum of three members. The supervisory board members shall be appointed by the general meeting of shareholders upon the Joint Meeting having made a binding nomination for each vacancy. If during a financial year a vacancy occurs in the supervisory board, the supervisory board may appoint a supervisory board member who will cease to hold office at the next annual general meeting of shareholders.

Under the Company's articles of association, the general meeting of shareholders may suspend or dismiss a supervisory board member at any time. The general meeting of shareholders may only adopt a resolution to suspend or dismiss a managing director by at least a two-thirds majority of the votes cast, if such majority represents more than half of the issued share capital, unless the proposal was made by the Joint Meeting in which case a simple majority is sufficient.

Members of the supervisory board are appointed for a maximum term of one year, provided, however, that unless a member of the supervisory board has resigned at an earlier date, his or her term of office lapses at the end of the annual general meeting of shareholders to be held in the year after the year of his or her appointment. A retiring member of the supervisory board can be reappointed for a new term of up to one year.

Resolutions of the supervisory board shall be validly adopted, if adopted by simple majority of votes in a meeting at which the majority of the supervisory board members is present or represented. Each supervisory board member has the right to cast one vote. In case of absence, a supervisory board member may issue a proxy, however, only to another supervisory board member. The supervisory board may adopt its resolutions in writing without holding a meeting, provided that the proposals for such resolutions have been communicated in writing to all supervisory board members and no supervisory board member has objected to this method of adoption of a resolution.

In accordance with our articles of association, the supervisory board has adopted rules governing the internal organisation of the supervisory board.

Under the Dutch corporate governance code (see "Description of Share Capital and Corporate Governance – Corporate Governance"), a supervisory board member must excuse him or herself in the case of any conflict of interest. Decisions to enter into transactions under which a supervisory board member would have a conflict of interest that are of material significance to the Company and/or to the supervisory board member concerned, require the approval of the supervisory board.

Members of the Supervisory Board

At the date of this prospectus, the supervisory board is composed of the following members:

Name	**Date of birth**	**Position**	**Member as of**	**Term**
Detlev Riesner	9 June 1941	Chairman	1996	2008
Metin Colpan	29 January 1955	Member	2004	2008
Erik Hornnaess	25 August 1937	Deputy Chairman	1998	2008
Manfred Karobath	27 January 1941	Member	2000	2008
Werner Brandt	3 January 1954	Member	2007	2008
Heino von Prondzynsky	14 September 1949	Member	2007	2008

The address of our registered office serves as the business address for all members of the supervisory board. See "Description of Share Capital and Corporate Governance — General".

Detlev Riesner

Professor Dr. Detlev Riesner is a co-founder of our business. He has been a member of our supervisory board since 1996, and was appointed Chairman of the Company's supervisory board in 1999. Professor Riesner has held the

Chair of Biophysics at the Heinrich-Heine-University in Düsseldorf since 1980. In 1996, he was also appointed to the position of Vice President of Research, and in 1999, he was nominated Director of Technology at the University of Düsseldorf. Prior to that, he was Professor of Biophysical Chemistry at the Darmstadt Institute of Technology and, from 1975 to 1977, Lecturer of Biophysical Chemistry at Hannover Medical School. He has held guest professorships at the Institute of Microbiology, Academia Sinica, Beijing, and the Department of Neurology at the University of California, San Francisco. He received his M.S. in Physics from Hannover Institute of Technology and his Ph.D. from the University of Braunschweig, with post-graduate work at Princeton University. Professor Riesner is either a member of the supervisory board or a director of New Lab Bioquality AG, Erkrath, AC Immune S.A., Lausanne and Neuraxo GmbH, Düsseldorf. Professor Riesner is also a member of the scientific advisory boards of the RiNA network, Berlin, the Friedrich-Loeffler-Institut, Isle of Riems, and PrioNet, Canada.

Metin Colpan

Dr. Metin Colpan is a co-founder of our business and was Chief Executive Officer and Managing Director of our business from 1985 through 2003. Dr. Colpan obtained his Ph.D. and M.Sc. in Organic Chemistry and Chemical Engineering from the Darmstadt Institute of Technology in 1983. Dr. Colpan has been a member of the Company's supervisory board since 2004. Prior to founding our business, Dr. Colpan was an Assistant Investigator at the Institute for Biophysics at the University of Düsseldorf. Dr. Colpan has had wide experience in separation techniques, and in the separation and purification of nucleic acids in particular, and has filed many patents in the field. Dr. Colpan currently serves as a supervisory board member of GenPat77 Pharmacogenetics AG, GPC Biotech AG and Morphosys AG, each in Munich, Germany. Until 2006, he was a member of the supervisory board of Ingenium Pharmaceuticals AG in Munich, Germany.

Erik Hornnaess

Erik Hornnaess has been a member of the Company's supervisory board since 1998 and joined the Audit Committee in 2002 and the Compensation Committee in 2005. Mr. Hornnaess worked for Astra Pharmaceuticals, Sweden from 1965 until 1979 in various management positions in Sweden, Australia, and Canada and, for the last three years of this period, as the General Manager for the Benelux region (Belgium, The Netherlands and Luxembourg). In 1979, he joined Abbott Laboratories European Headquarters in Paris, France, and from 1982, he was the Area Vice-President of Abbott Diagnostic Division in Europe, Middle-East and Africa, with headquarters in Wiesbaden, Germany. Mr. Hornnaess retired from Abbott Laboratories on 1 March 1997 and currently serves as non-executive director of AXIS-SHIELDS Group, Scotland. Additionally, Mr. Hornnaess served as the Vice-President of European Diagnostic Manufacturers Association (EDMA), Brussels in the period 1995 through 1997. Mr. Hornnaess graduated from Aarhus Handelshojskole, Denmark with an MBA. and obtained a PMD. from the Harvard Business School.

Manfred Karobath

Professor Dr. Manfred Karobath has been a member of the Company's supervisory board since 2000. Dr. Karobath studied medicine, and from 1967 to 1980 he worked first in the Dept. of Biochemistry of the University of Vienna and, after a stage as postdoctoral fellow, he joined the Dept. of Psychiatry where he became professor of biological Psychiatry. In 1980, he joined Sandoz Pharma in Basel, first, in drug discovery, and later, he became Senior Vice President and head of R&D. In 1992, Prof. Dr. Karobath joined Rhone Poulenc Rorer ("**RPR**") as President of R&D and Executive Vice President, and later, he became a member of the boards of directors of RPR, Pasteur Mérieux Connought, Centeon and Rhone Poulenc Pharma. He has received several scientific awards and has published 92 scientific papers. Dr. Karobath also serves as a member of the board of directors of Coley Pharmaceutical Group.

Werner Brandt

Dr. Werner Brandt was elected to the Company's supervisory board on 20 June 2007. Dr. Brandt has been a member of the Executive Board and the Chief Financial Officer of SAP AG since 2001. From 1999 to 2001, he was a member of the Executive Board and Chief Financial Officer of the German-American healthcare company, Fresenius Medical Care AG, where he also served as Labor Relations Director. From 1992 to 1999, Dr. Brandt was a member of the management board of Baxter Deutschland GmbH and Vice President for European Operations. In this capacity, he was responsible for Baxter's financial operations in Europe. Dr. Brandt began his career in 1981 at

the former Price Waterhouse GmbH (now: PricewaterhouseCoopers) in Frankfurt. Dr. Brandt completed his Doctorate in business administration from the Technical University of Darmstadt, Germany in 1991, after studying business administration at the University of Nuremberg-Erlangen, Germany from 1976 to 1981. Dr. Brandt is currently a member of the supervisory boards of LSG Lufthansa Service Holding AG, Neu-Isenburg, Germany and SAP Systems Integration AG, Dresden, Germany.

Heino von Prondzynski

Heino von Prondzynski was elected to the Company's supervisory board on 20 June 2007. Mr. von Prondzynski retired in 2005 from Roche (SWX: RO) as Chief Executive Officer of Roche Diagnostics and member of the Executive Committee of the Roche Group. He brings to Qiagen a wealth of experience as a leader in the diagnostics industry and played key roles in building the molecular diagnostics industry. Prior to joining Roche in 2000, Mr. von Prondzynski worked at Chiron, first as General Manager and Chief Executive Officer in Germany and Italy, later as President of the Vaccines Division in Emeryville, USA. Mr. von Prondzynski started his career with Bayer in Germany as a sales representative and later worked in Austria and Brazil as General Manager. He studied mathematics, geography and history at Westfälische Wilhelms University of Münster in Germany. Mr. Prondzynski is a director of BBMedtech, Koninklijke Philips Electronics NV and Epigenomics.

Supervisory Board Committees

Audit Committee

The Audit Committee operates pursuant to a charter approved by the Company's supervisory board and available on our website (*www.qiagen.com*). The Audit Committee currently consists of three members, Dr. Brandt, Mr. Hornnaess and Mr. Von Prondzynski. The Audit Commitee, meets at least four times annually. The Audit Committee members are appointed by our supervisory board and serve for a term of one year. The Audit Committee is responsible together with the managing board for, *inter alia*, the proposal of the independent registered public accounting firm to the supervisory board, which proposes the appointment of the independent registered public accounting firm to the general meeting of shareholders. The Audit Committee, *inter alia*, reviews the performance of the independent registered public accounting firm with management, discusses on a quarterly basis the scope and results of the reviews and audits with the independent registered public accounting firm and discusses our financial accounting and reporting principles and policies and the adequacy of our internal accounting, financial and operating controls and procedures with the independent registered public accounting firm and management.

Compensation Committee

The Compensation Committee operates pursuant to a charter approved by our supervisory board and available on our website (*www.qiagen.com*). The Compensation Committee currently consists of two members, Mr. Hornnaess (chairman) and Prof. Dr. Karobath. Members are appointed by the Company's supervisory board and serve for a term of one year. The Compensation Committee reviews and approves all equity based compensation, reviews and approves the annual salaries, bonuses and other benefits of members of our managing board, and reviews general policies relating to employee compensation and benefits. Furthermore, the Compensation Committee makes recommendations regarding compensation of the supervisory board making (non-binding) recommendations to the supervisory board in respect of the compensation of supervisory board members to be finally approved by the shareholders of the Company.

Selection and Appointment Committee

The Selection and Appointment Committee operates pursuant to a charter approved by the Company's supervisory board and available on our website (*www.qiagen.com*). The Selection and Appointment Committee currently consists of two members, Prof. Dr. Riesner (chairman) and Mr. Hornnaess. The Selection and Appointment Committee prepares the selection criteria and appointment procedures for members of the supervisory board and managing board, periodically evaluates the scope and composition of our managing board and supervisory board and proposes the profile of our supervisory board in relation thereto. Additionally, the Committee periodically evaluates the functioning of individual members of our managing board and supervisory board and reports the results thereof to our supervisory board and proposes the (re)appointments of members of our managing board and

supervisory board. The Selection and Appointment Committee prepares and submits to our supervisory board on an annual basis a report of its deliberations and findings.

Administrative, Management and Supervisory Bodies Conflicts of Interest

There are no potential conflicts between the private interests or other duties of the members of the managing board or supervisory board and their duties to us

Remuneration and Equity Holdings

Managing Board

The Company's general meeting of shareholders adopts the policy regarding the remuneration of the managing board upon a proposal of the supervisory board. The remuneration of members of the managing board, with due observance of the policy referred to above, is determined by the supervisory board.

Compensation of the members of the managing board consisted of a fixed salary and other variable components. Variable compensation included one-time and annual payments linked to business performance (bonuses), as well as long-term incentives containing risk elements, such as stock options or other equity-based compensation, as well as pension plans. The variable part of the compensation was designed to strengthen the managing board members' commitment to Qiagen and its objectives.

Members of the managing board are eligible to participate in a defined contribution benefit plan. They may also benefit from other non-cash compensation or benefit in kind. A typical example of such non-cash compensation is the use of a Company-owned car.

In addition to non-qualified stock options, our Amended and Restated 2005 Stock Plan (see "Management and Employees – Stock Plan") provides for grants of other equity-based awards, including incentive stock options, stock grants and restricted stock units.

There are no arrangements for early retirement of the managing board members. In the event of a sale of the Company or a transfer of all or substantially all of the Company's assets or business to an acquirer in one or several transactions, including a merger, consolidation or a transfer of shares to a third party, members of the managing board are entitled to a change of control bonus payment commensurate to a multiple of their then-current annual salary, including annual bonus. The multiple equals to five for Peer M. Schatz, three for Roland Sackers, and two for Bernd Uder and Joachim Schorr.

2006 Remuneration and Benefits for the Managing Board

The tables below provide the remuneration of each member of the managing board for financial year 2006.

Annual compensation for the financial year ended 31 December 2006

Name	Fixed Salary	Variable Cash Bonus	Other (1)	Total
Peer M. Schatz	$ 942,000	$ 373,000	$ 1,000	$ 1,316,000
Roland Sackers	$ 377,000	$ 128,000	$ 157,000	$ 662,000
Dr. Joachim Schorr	$ 259,000	$ 104,000	$ 38,000	$ 401,000
Bernd Uder	$ 276,000	$ 104,000	$ 10,000	$ 390,000

(1) Amounts include, among others, inventor bonus and expatriate fringe pay. Does not include the reimbursement of certain expenses relating to travel incurred at the request of the Company or other reimbursements or payments that in total did not exceed the lesser of USD 50,000 or 10% or the total salary and bonus reported for the officer.

Managing board members also receive a variable component, in the form of equity-based compensation. Stock options granted to the managing board members must have an exercise price that is higher than the market price of

the Company's ordinary shares at the time of grant. During 2006, no options or other equity-based compensation were granted to the members of the managing board.

Long term compensation for the financial year ended 31 December 2006

Name	Defined Contribution Benefit Plan	Stock Options
Peer M. Schatz	$ 73,000	—
Roland Sackers	$ 63,000	—
Dr. Joachim Schorr	$ 23,000	—
Bernd Uder	$ 23,000	—

No amounts have been set aside or accrued by the Company or its subsidiaries to provide pension, retirement or similar benefits for the members of the managing board.

Supervisory Board

The remuneration of the members of the supervisory board is determined by the general meeting of shareholders on the (non-binding) recommendation by the Compensation Committee. Expenses incurred by the members of our supervisory board will be reimbursed.

We have not entered into contracts with any member of the supervisory board that provide for benefits upon a termination of the service of the member.

2006 Remuneration and Benefits for the Supervisory Board

The supervisory board compensation for 2006 consisted of fixed compensation for supervisory board members, an additional amount for Chairman and Vice Chairman, and committee membership fees. Members of our supervisory board receive variable compensation, which is determined annually by our Compensation Committee pursuant to a formula based on growth of adjusted earnings per share, provided that such remuneration will not exceed EUR 5,000 per year. We did not pay any agency or advisory service fees to members of our supervisory board other than USD 524,000 to Dr. Colpan for his scientific consulting services.

Name	Fixed Salary	Chairman/ Vice-Chairman Committee	Meeting Attendance	Committee Membership	Variable Cash Bonus	Total
Prof. Dr. Detlev H. Riesner	$ 15,000	$ 15,000	$ 6,000	$ 2,500	$ 7,000	$ 45,500
Dr. Heinrich Hornef(1)	$ 15,000	$ 10,000	$ 11,000	$ 5,000	$ 7,000	$ 48,000
Dr. Metin Colpan	$ 15,000	—	$ 5,000	—	$ 7,000	$ 27,000
Jochen Walter (2)	$ 15,000	—	$ 5,000	$ 2,500	$ 7,000	$ 29,500
Dr. Franz A. Wirtz (1)	$ 15,000	$ 5,000	$ 8,000	$ 3,750	$ 7,000	$ 38,750
Erik Hornnaess	$ 15,000	—	$ 10,000	$ 5,000	$ 7,000	$ 37,000
Prof. Dr. Manfred Karobath	$ 15,000	—	$ 4,500	$ 2,500	$ 7,000	$ 29,000
Werner Brandt (3)	—	—	—	—	—	—
Heino von Prondzynski (3)	—	—	—	—	—	—

(1) Heinrich Hornef and Franz Wirtz are no longer members of our supervisory board as of 21 June 2007.
(2) Mr. Jochen Walter was a member of Supervisory Board of our business from 1988 until 2006 during which time he served on the Audit Committee from 1996 until 2006.
(3) Werner Brandt and Heino von Prondzynsky were appointed as from 21 June 2007 and therefore after the financial year 2006 to which this table relates.

As of 31 December 2006 USD 405,000 had been set aside by the Company and its subsidiaries to provide pension, retirement or similar benefits for the members of the supervisory board.

Equity Holdings of Managing Board and Supervisory Board

The following tables sets forth the vested and unvested options and restricted stock units (RSUs) of members of our managing board and supervisory boards as of 31 July 2007.

Name	Total Vested Options (1)	Total Unvested Options	Expiration Date	Exercise Prices in USD
Peer Schatz	2,399,876	114,551	January 2008 to February 2017	4.590 to 20.563
Roland Sackers	375,925	35,019	September 2009 to February 2017	8.940 to 20.563
Joachim Schorr	241,444	17,049	October 2011 to February 2017	8.940 to 17.900
Bernd Uder	192,607	17,276	March 2011 to February 2017	8.940 to 20.563
Detlev Riesner	90,667	1,942	January 2010 to April 2017	6.016 to 20.563
Metin Colpan	1,056,150	1,942	January 2008 to April 2017	5.625 to 20.563
Erik Hornnaess	122,300	1,942	January 2008 to April 2017	5.625 to 20.563
Manfred Karobath	90,000	1,942	January 2010 to April 2017	6.018 to 20.563
Werner Brandt (2)	0	—	—	—
Heino von Prondzynski (2)	0	—	—	—

Name	Total Restricted Stock Unites	Vesting Date
Peer Schatz	318,175	December 2009 to February 2017
Roland Sackers	97,285	November 2009 to November 2016
Joachim Schorr	47,335	December 2009 to February 2017
Bernd Uder	47,986	December 2009 to February 2017
Detlev Riesner	5,387	April 2010 to April 2017
Metin Colpan	5,387	April 2010 to April 2017
Erik Hornnaess	5,387	April 2010 to April 2017
Manfred Karobath	5,387	April 2010 to April 2017
Werner Brandt (2)	0	—
Heino von Prondzynski (2)	0	—

(1) During 2005 and 2004, the vesting of certain stock options was accelerated. A sales restriction was imposed on the accelerated stock options, such that any shares obtained upon exercise of an accelerated option could not be sold prior to the original vesting date of such option.

(2) Werner Brandt and Heino von Prondzynsky were appointed to our supervisory board as of 21 June 2007.

The following table sets forth certain information concerning the ownership of the Company's ordinary shares by members of our managing board and supervisory boards as of 31 July 2007. In preparing the following table, we have relied on information furnished by such persons.

Name	Shares Beneficially Owned (1) Number
Peer Schatz	1,482,064 (2)
Roland Sackers	0(3)
Joachim Schorr	0(4)
Bernd Uder	0(5)
Detlev Riesner	2,104,136(6)
Metin Colpan	6,442,025(7)
Erik Hornnaess	10,000(8)
Manfred Karobath	0(9)
Werner Brandt	800
Heino von Prondzynski	0

(1) The persons named in the table have sole voting and investment power with respect to all shares shown as beneficially owned by them and have the same voting rights with respect to ordinary shares.

Does not include ordinary shares subject to options held by such persons at 31 July 2007 and exercisable within 60-days thereafter. See footnotes below for such information on options exercisable at 31 July 2007 and within 60-days thereafter.

(2) Does not include 2,514,427 shares issuable upon the exercise of options to purchase ordinary shares at an exercise price from USD 4.590 to USD 20.563 per share. Options expire in increments during the period between January 2008 and February 2017.

(3) Does not include 410,944 shares issuable upon the exercise of options to purchase ordinary shares at an exercise price from USD 8.940 to USD 20.563 per share. Options expire in increments during the period between September 2009 and February 2017.

(4) Does not include 258,493 shares issuable upon the exercise of options to purchase ordinary shares at an exercise price from USD 8.940 to USD 17.900 per share. Options expire in increments during the period between October 2011 and February 2017.

(5) Does not include 209,883 shares issuable upon the exercise of options to purchase ordinary shares at an exercise price from USD 8.940 to USD 20.563 per share. Options expire in increments during the period between March 2011 and February 2017.

(6) Does not include 92,609 shares issuable upon the exercise of options to purchase ordinary shares at an exercise price ranging from USD 6.018 to USD 20.563 per share. Options expire in increments during the period between January 2010 and April 2017. Prof. Riesner also has the option to purchase 82,302 ordinary shares through Thomé Asset Management & Controlling. Includes 2,104,136 shares held by Riesner Verwaltungs GmbH, of which Professor Riesner is the sole stockholder.

(7) Does not include 1,058,092 shares issuable upon the exercise of options to purchase ordinary shares at an exercise price ranging from USD 5.625 to USD 20.563 per share. Options expire in increments during the period between January 2008 and April 2017. Includes 5,188,000 shares held by CC Verwaltungs GmbH, of which Dr. Colpan is the sole stockholder and 800,000 shares held by Colpan GbR. Dr. Colpan also has the option to purchase 612,397 ordinary shares through Thomé Asset Management & Controlling.

(8) Does not include 124,242 shares issuable upon the exercise of options to purchase ordinary shares at an exercise price ranging from USD 5.625 to USD 20.563 per share. Options expire in increments during the period between January 2008 and April 2017.

(9) Does not include 91,942 shares issuable upon the exercise of options to purchase ordinary shares at an exercise price ranging from USD 6.018 to USD 20.563 per share. Options expire in increments during the period between January 2010 and April 2017.

Other Information relating to the Managing Board and the Supervisory Board

During the last five years, none of the members of our managing board or our supervisory board (i) has been convicted in relation to fraudulent offences, (ii) has served as a director or officer of any entity subject to bankruptcy proceedings, receivership or liquidation, (iii) has been the subject of any official public incrimination and/or sanctions by statutory of regulatory authorities (including designated professional bodies), or disqualification by a court from acting as a member of the administrative, management or supervisory body of an issuer or from acting in the management or conduct of the affairs of any issuer.

Labor relations

Employees

As of 31 December 2006, we employed 1,954 individuals, 17% of whom worked in research and development, 38% in sales, 25% in production/logistics, 7% in marketing and 14% in administration.

Country	Research and Development	Sales	Production	Marketing	Administration	Total
United States and Canada	23	239	125	20	54	**461**
Europe	295	290	288	94	167	**1,134**
Asia	14	199	69	18	40	**340**
Rest of World	0	14	0	1	4	**19**
31 December 2006	**332**	**742**	**482**	**133**	**265**	**1,954**

At 31 December 2004 and 2005, we employed 1,589 and 1,322 individuals, respectively. None of our employees is represented by a labor union or subject to a collective bargaining agreement. Management believes that its relations with its employees are good.

Stock Plan

On 26 April 2005, our supervisory board approved Qiagen N.V. Amended and Restated 2005 Stock Plan (the "**Stock Plan**"). The Stock Plan was approved by our shareholders on 14 June 2005. The Stock Plan is available on our website (*www.qiagen.com*). The summary of the Stock Plan below is based on, and qualified in its entirety by reference to, the full text of the Stock Plan.

Pursuant to the Stock Plan, stock rights, which include options to purchase our ordinary shares, stock grants and stock based awards, may be granted to employees and consultants of the Company and its subsidiaries and to members of our supervisory board. On 20 June 2007, the general meeting of shareholders approved an amendment to the Stock Plan to the effect that the maximum number of shares that may be issued under the Stock Plan is increased to 22,000,000.

The Stock Plan provides for the grant of incentive stock options to our employees in the United States and non-qualified stock options, restricted and unrestricted stock awards and other stock-based awards to all employees, directors and consultants (approximately 2,000 people). The supervisory board grants awards under the Stock Plan to our employees and managing directors based on performance of such employees and managing directors.

In accordance with the terms of the Stock Plan, our supervisory board has authorized our Compensation Committee to administer the Stock Plan. The Compensation Committee may delegate part of its authority and powers under our Stock Plan to one or more of our supervisory board members or officers, but only the Compensation Committee can make awards to participants who are supervisory board members or executive officers of the Company. In accordance with the provisions of the Stock Plan, our Compensation Committee will determine the terms of options and other awards, including:

- the determination of which employees, directors and consultants will be granted options and other awards;
- the number of shares subject to options and other awards;
- the exercise price of each option;
- the schedule upon which options become exercisable;
- the termination or cancellation provisions applicable to options;

- the terms and conditions of other awards, including conditions for repurchase, termination or cancellation, issue price and repurchase price; and

- all other terms and conditions upon which each award may be granted in accordance with the Stock Plan.

Generally, options have a term of ten years or ten years and six months. Awards are generally subject to early termination upon the termination of employment or other relationship of the participant with us, whether such termination is at our option or as a result of the death or disability of the participant. Generally, in the event of a participant's termination for cause, all outstanding awards shall be forfeited. No resident of the United States may receive awards for more than 500,000 or our ordinary shares in any fiscal year. Our Stock Plan does not provide for the repricing of stock options or other awards.

Upon a merger or other reorganization event, our supervisory board, may, in their sole discretion, take any one or more of the following actions pursuant to our Stock Plan, as to some or all outstanding awards:

- provide that all outstanding options shall be assumed or substituted by the successor corporation;

- upon written notice to a participant, provide that the participant's unexercised options will terminate immediately prior to the consummation of such transaction unless exercised by the participant;

- in the event of a merger pursuant to which holders of our ordinary shares will receive a cash payment for each share surrendered in the merger, make or provide for a cash payment to the participants equal to the difference between the merger price times the number of our ordinary shares subject to such outstanding options, and the aggregate exercise price of all such outstanding options, in exchange for the termination of such options;

- provide that all or any outstanding options shall become exercisable in full immediately prior to such event; and

- provide that outstanding awards shall be assumed or substituted by the successor corporation, become realizable or deliverable, or restrictions applicable to an award will lapse, in whole or in part, prior to or upon the merger or reorganization event.

Awards to certain of our employees become fully vested upon a change of control of the Company.

As of 31 July 2007, awards to purchase an aggregate of 12,030,102 ordinary shares were outstanding under the Stock Plan to employees, managing board members and supervisory board members of the Company, including 5,292,981 to members of Qiagen's managing and supervisory boards. Options were granted with exercise prices between USD 4.59 per share and USD 49.75 per share, which the Company's supervisory board determined in good faith was the fair market value of the ordinary shares as of the date of grant. Beginning in 2002, options granted to members of the supervisory board and the managing board have been granted with an exercise price higher than the market price at the date of grant. A total of approximately 18.9 million ordinary shares has been reserved and is available for issuances under the Qiagen stock plan, including those shares subject to outstanding stock options and RSUs.

Furthermore, approximately 5.0 million ordinary shares in the capital of the Company are subject to outstanding Digene equity awards, which have been assumed by Qiagen in the Acquisition.

Pension Scheme

We have pension plans in certain of the countries where we operate. In most countries, we operate a defined contribution plan limiting our legal or constructive obligation to the amount we agree to contribute during the period of employment. These contributions are charged to our statement of operations in the year to which they relate.

In Germany, we operate a defined benefit plan. We carry accumulated obligations as pension liabilities on our balance sheet based on actuarial calculations, using for the year ended 31 December 2006 a discount rate of 4.7%,

an assumed rate of salary increase of 3.0% and German mortality rates. Benefits paid are deducted from the amount of this liability, while additions are charged to the statement of operations. In Italy, we pay all employees a staff leaving indemnity on termination of their employment. Each year, we accrue an amount for each employee, based in part on the employee's remuneration and in part on the revaluation of amounts previously accrued. The indemnity has the characteristics of a defined contribution obligation and is an unfunded, but fully provided, liability. The cost of providing benefits under our various pension plans is determined separately for each plan. We recognize actuarial gains and losses as income or expense immediately.

Directors' Indemnification and Insurance

Article 27 of our articles of association provide that we shall indemnify every person who is or was a member of the managing board or a member of the supervisory board against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any threatened pending or completed action, suit or proceeding as well as against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of an action or proceeding, if such person acted in good faith and in a manner he reasonably could believe to be in or not opposed to our best interests. An exception is made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to us.

MAJOR SHAREHOLDERS

In so far as is known to the Company, as of 31 July 2007 the persons in the table below have an interest in the Company's capital or voting rights that must be notified under Dutch law. None of these holders have any different voting rights than other holders of our ordinary shares.

Name and Country of Residence	Number of Shares Beneficially Owned (1)	Percentage Ownership (1)
FMR Corp., United States.....	9,905,500	6.61%
Deutsche Bank AG	7,627,220	5.06%

The numbers of shares held by the respective shareholders named in this table are based on the AFM's register for major holdings.

(1) Following the issue of the New Shares, FMR Corp. and Deutsche Bank AG will, *mutatis mutandis*, hold respectively, 5,27% and 4,02% of the share capital of the Company on a diluted basis.

Our common stock is traded on the NASDAQ National Market in the United States, and on the Prime Standard Segment of the Frankfurt Stock Exchange in Germany. A significant portion of our shares are held in street name, therefore we generally have no way of determining who our shareholders are, their geographical location or how many shares a particular shareholder owns.

RELATED PARTY TRANSACTIONS

From time to time, we enter into transactions with companies in which we hold an interest all of which are individually and in sum immaterial except for certain transactions as discussed below.

The Company has a 50% interest in a joint venture company, PreAnalytiX GmbH, which is accounted for under the equity method in accordance with IAS 28. In 2005, both joint venture partners converted outstanding loans into equity and additionally made payments into the equity of PreAnalytix GmbH. Amounts due to/from PreAnalytiX GmbH at year end are summarized as follows:

PreAnalytiX GmbH (US$)	31 Dec. 2006	31 Dec. 2005
Accounts receivable	46.000	359.000
Accounts payable	(335.000)	(960.000)
	(289.000)	(601.000)

In 2004, the Company sold a significant portion of its synthetic DNA business unit to Operon Biotechnologies, Inc. (OBI) and agreed to provide certain transition services for a period of six months. The Company also has a Manufacturing and Supply Agreement with OBI, wherein the Company granted to OBI an exclusive license to manufacture and supply certain RNA products to the Company. During the years ended 31 December 2006 and 2005, the Company had sales to OBI of USD 1.1 million and USD 645,000, respectively. As of 31 December 2006 and 2005, the Company had a loan receivable from OBI of USD 5.2 million and USD 6.3 million, accounts receivable from OBI of USD 1.1 million and USD 35,000, and accounts payable to OBI of USD 1.8 million and USD 265,000, respectively.

In 2004, the Company entered into a consulting agreement with Dr. Metin Colpan, the Company's former Chief Executive Officer and current supervisory board member, pursuant to which Dr. Colpan shall be paid a fee of EUR 2.750 per day for consulting services less the amount received as member of the supervisory board. During 2006 and 2005, the Company paid approximately USD 524,000 and USD 447,000, respectively, to Dr. Colpan for scientific consulting services under this agreement.

DESCRIPTION OF SHARE CAPITAL AND CORPORATE GOVERNANCE

General

Qiagen N.V. is a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands. The Company was incorporated on 29 April 1996. The Company's corporate seat is in Venlo, the Netherlands and its registered office is at Spoorstraat 50, 5911 KJ Venlo, the Netherlands (tel: +31 (0) 77-320-8400). The Company is registered in the commercial register of the Chamber of Commerce for North Limburg (*handelsregister van de Kamer van Koophandel en Fabrieken voor Limburg-Noord*) under number 12036979.

The following description of the Company's share capital and corporate structure is based on, and qualified in its entirety by reference to, the full text of the articles of association that are in force at the date of this prospectus.

Corporate Purpose

Pursuant to the articles of association, the Company's corporate objectives are, among other things, without limitation, the performance of activities in the biotechnology industry, as well as incorporating, acquiring, participating in, financing, managing and having any other interest in companies or enterprises of any nature, raising and lending funds and such other acts as may be conducive to our business.

Share Capital

Authorized Share Capital

The articles of association provide for three classes of shares. Our shares consist of ordinary shares, financing preference shares and preference shares. No financing preference shares or preference shares have been issued.

The following table sets forth the Company's authorized share capital.

	Nominal value per share	Number of shares authorized
Ordinary shares	€0.01	260,000,000
Financing Preference Shares	€0.01	40,000,000
Preference Shares	€0.01	300,000,000

All of the Company's authorized shares will, when issued and outstanding, be created under Dutch law.

On 20 July 2007, the Company's general meeting of shareholders resolved to increase the Company's authorized share capital, subject to completion of the Acquisition. The increase of the Company's authorized share capital occurs through an amendment of the Company's articles of association, which requires a notarial deed. The following table sets forth the Company's authorized share capital after the increase will have become effective:

	Nominal value per share	Number of shares authorized
Ordinary shares	€0.01	410,000,000
Financing Preference Shares	€0.01	40,000,000
Preference Shares	€0.01	450,000,000

Issued Share Capital

As of the date of this prospectus, the Company has 187,925,064 ordinary shares issued and outstanding, all of which are fully paid-up.

Issue of Shares

The supervisory board shall have the power to resolve upon the issue of shares and to determine the price and further terms and conditions of such share issue, if and in so far as the supervisory board has been designated by the

general meeting of shareholders as the authorized corporate body (*orgaan*) for this purpose. A designation as referred to above shall only be valid for a specific period of no more than five years and may from time to time be extended with a period of no more than five years. In our general meeting of shareholders held on 16 June 2004, the supervisory board has been designated for a period of 5 years to issue shares and grant rights to subscribe for shares in the amount of the Company's authorized share capital.

Pre-emptive Rights

Under the articles of association, existing holders of ordinary shares will have pre-emptive rights in respect of future issuances of ordinary shares in proportion to the number of ordinary shares held by them, unless limited or excluded as described below. Holders of ordinary shares shall not have pre-emptive rights in respect of future issuances of financing preference shares or preference shares. Holders of financing preference shares and preference shares shall not have pre-emptive rights in respect of any future issuances of share capital. Pre-emptive rights do not apply with respect to shares issued against contributions other than in cash or shares issued to our employees or to employees of one of our group companies. Under the articles of association, the supervisory board has the power to limit or exclude any pre-emptive rights to which shareholders may be entitled provided that it has been authorized by the general meeting of shareholders to do so. The authority of the supervisory board to limit or exclude pre-emptive rights can only be exercised if at that time the authority to issue shares is in full force and effect. The authority to limit or exclude pre-emptive rights may be extended in the same manner as the authority to issue shares. If there is no designation of the supervisory board to limit or exclude pre-emptive rights in force, the general meeting of shareholders shall have authority to limit or exclude such pre-emptive rights, but only upon the proposal of the supervisory board.

Resolutions of the general meeting of shareholders (i) to limit or exclude pre-emptive rights or (ii) to designate the supervisory board as the corporate body that has authority to limit or exclude pre-emptive rights, require a majority of at least two-thirds of the votes cast in a meeting of shareholders if less than 50% of the issued share capital is present or represented. For these purposes, issuances of shares include the granting of rights to subscribe for shares, such as options and warrants, but not the issue of shares upon exercise of such rights.

As described under "Description of Share Capital and Corporate Governance – Share Capital – Issue of Shares" above, the authority to limit or exclude pre-emptive rights in connection with the issuance of shares has been delegated to the supervisory board for a period of 5 years as of 16 June 2004.

Form and Transfer of Shares

Ordinary shares are issued in registered form only. Ordinary shares must be fully paid upon issue. Ordinary shares are available either without issue of a share certificate ("**Type I shares**") or with issue of a share certificate ("**Type II shares**") in either case in the form of an entry in the share register. At the discretion of the supervisory board, Type I shares may be issued and the holders of such Type I shares will be registered in the shareholders register of the Company with TMF Fund Services B.V., Westblaak 89, NL-3012 KG Rotterdam, The Netherlands. The Type II shares are registered with American Stock Transfer & Trust Company ("**AST**"), Operations Center, 6201 15th Avenue Brooklyn, NY 11219, United States, our transfer agent and registrar in New York.

The transfer of registered shares requires that we issue a written instrument of transfer and the written acknowledgment of such transfer (or, in the case of Type II shares, the AST (in our name)), and surrender of the share certificates, if any, to us or (in our name) to the AST. Upon surrender of a share certificate for the purpose of transfer of the relevant shares, we (or the AST in our name) acknowledge the transfer by endorsement on the share certificate or by issuance of a new share certificate to the transferee, at the discretion of the managing board.

The holder of type I shares may, upon his written request, cause the company to convert such number of his type I shares into an identical number of type II shares as set forth in such request, against the simultaneous issuance of the corresponding share certificates. The holder of type II shares may upon his written request and against simultaneous delivery to the company of the share certificates issued for such type II shares, cause the company to convert such number of type II shares into an identical number of type I shares as set forth in such request.

Notwithstanding the competence of a shareholder to convert its ordinary shares of a certain type into ordinary shares of another type, the supervisory board can resolve that the registration in the register of type I shares can only be effected for a specific minimum number of ordinary shares, to be determined by the supervisory board.

No financing preference shares are outstanding. If issued, financing preference shares will be issued in registered form only. No share certificates are issued for financing preference shares. Financing preference shares must be fully paid up upon issue. The preferred dividend rights attached to financing preference shares are described under "Description of Share Capital – Dividends and Other Distributions" below. We have no present plans to issue any such financing preference shares.

No preference shares are outstanding. If issued, preference shares will be issued in registered form only. No share certificates are issued for preference shares. Only 25% of the par value thereof is required to be paid upon subscription for preference shares. The obligatory payable part of the nominal amount (call) must be equal for each preference share. The managing board may, subject to the approval of the supervisory board, resolve on which day and up to which amount a further call must be paid on preference shares which have not yet been paid up in full. The preferred dividend rights attached to preference shares are described under "Description of Share Capital – Dividends and Other Distributions" below.

Pursuant to the Company's articles of association and the resolution adopted by the Company's general meeting of shareholders on 16 June 2004, the Company's supervisory board is entitled to also resolve to issue preference shares. If the Company's supervisory board opposes an intended take-over of the Company and preference shares are issued, the nature of the preference shares is such that the bidder may as a result withdraw its bid. Alternatively, the bidder could enter into negotiations with the Company's managing board and/or supervisory board and agree on a higher offer price for the Company's shares. There are currently no preference shares outstanding. Preference shares may only be issued in the event that (i) in the opinion of the supervisory board, any person who did not acquire shares at our incorporation, shall, alone or pursuant to a mutual arrangement for co-operation jointly with one or more other persons, directly or indirectly, have acquired or given notice of an intent to acquire (beneficial) ownership of an amount of ordinary shares or financing preference shares, which in aggregate equals 20% or more of our share capital then outstanding in the form of ordinary shares and financing preference shares; (ii) the supervisory board shall declare any person to be an "adverse person" upon a determination that such person, alone or together with its affiliates or associates, has become the (beneficial) owner of an amount of ordinary shares or financing preference shares which the supervisory board determines to be substantial (which amount shall in no event be less than 10% of the shares then outstanding), and a determination that (a) such ownership is intended to cause or pressure us to enter into transactions intended to provide such person with short-term financial gain under circumstances that would not be in the interest of the Company and the interest of our shareholders or (b) such ownership is reasonably likely to cause a material adverse impact on our business prospects.

On 2 August 2004, the Company entered into an agreement (the "**Option Agreement**") with *Stichting Preferente Aandelen* Qiagen (Foundation Preference Shares Qiagen, "**SPAQ**"). Pursuant to the Option Agreement SPAQ was granted an option to acquire such a number of preference shares as are equal to the total number of all outstanding ordinary shares minus one in our share capital at the time of the relevant exercise of the right. The right to acquire preference shares is granted subject to the conditions referred to in the previous paragraph.

SPAQ was incorporated on 2 August 2004. Its principal office is located at Spoorstraat 50, 5911 KJ Venlo, the Netherlands. Its statutory objectives are to protect the interest of the Company and its enterprise and the enterprises of companies which are linked to the Company. SPAQ shall attempt to accomplish its objectives by way of acquiring preference shares in the share capital of the Company and to exercise the voting rights in the interest of the Company and its stakeholders.

The board of SPAQ shall consist of at least two directors. Upon incorporation of SPAQ two members have been appointed. A board member shall be appointed by the board SPAQ. Board resolutions will be adopted by unanimity of the votes cast. SPAQ will be represented either by the board or by the chairman of the board.

Repurchase by the Company of its Shares

The Company may acquire its own shares, subject to certain provisions of Dutch law and the articles of association, if (i) shareholders' equity less the payment required to make the acquisition does not fall below the sum of paid-up and called up capital and any reserves required by Dutch law or the articles of association and (ii) the Company and its subsidiaries would not thereafter hold shares with an aggregate par value exceeding one-tenth of the Company's issued share capital. The Company's acquisitions of shares in its capital may only take place if the Company's general meeting of shareholder has granted to the managing board the authority to effect such acquisitions. Such authority may be granted for a maximum period of 18 months and must specify the number of shares that may be acquired, the manner in which shares may be acquired and the price limits within which shares may be acquired. A resolution by the Company's managing board to acquire shares in the Company's capital requires prior approval of the Company's supervisory board.

On 22 June 2006, the general meeting of shareholders resolved to extend the authorization of the managing board in such manner that the managing board may cause us to acquire shares in our own share capital for an 18-month period from the date until 22 December 2007, without limitation against a price between one Euro cent (EUR 0.01) and one hundred ten percent (110%) of the price for such shares on a stock market, or, with respect to preference and finance preference shares, against a price between one Euro cent (EUR 0.01) and three times the issuance price and in accordance with applicable provisions of Dutch law and our articles of association.

No votes may be cast at a general meeting of shareholders on shares in the Company's share capital held by the Company or its subsidiaries or on shares for which the Company or its subsidiaries hold depositary receipts. Nonetheless, the holders of a right of usufruct and the holders of a right of pledge in respect of shares held by the Company or its subsidiaries in the Company's share capital are not excluded from the right to vote on such shares, if the right of usufruct or the right of pledge was granted prior to the time such shares were acquired by the Company or a subsidiary of the Company. Neither the Company nor a subsidiary of the Company may cast votes in respect of a share on which it holds a right of usufruct or a right of pledge.

Currently none of the issued ordinary shares in the Company's share capital are held by the Company or any of its subsidiaries.

General Meetings of Shareholders and Voting Rights

General meetings of shareholders are held in Amsterdam, Haarlemmermeer (Schiphol Airport), Arnhem, Maastricht, Rotterdam, Venlo or The Hague, the Netherlands. If a general meeting of shareholders is not held in one of these cities, resolutions may only be adopted if the entire share capital is present or represented.

The Company must convene an annual general meeting of shareholders. Additional extraordinary general meetings of shareholders are held as often as deemed necessary by the managing board or supervisory board, or upon the request of one or more shareholders and other persons entitled to attend meetings jointly representing at least 40% of our issued share capital. Shareholders and other persons entitled to attend general meetings of shareholder representing alone or in aggregate at least 10% of the outstanding share capital may, pursuant to the Dutch Civil Code (*Burgerlijk Wetboek*), request of the district court in interlocutory proceedings the authority to convene a general meeting of shareholders provided, among other things, that they have previously requested the managing board and the supervisory board to call a meeting as set out in Dutch law.

The notice convening a general meeting shall be done by mail and by advertisement in at least one national daily newspaper published in the Netherlands. Notice of a general meeting of shareholders shall be given no later than on the fifteenth day prior to the date of the meeting.

The agenda shall contain such subjects to be considered at the general meeting of shareholders, as the persons convening or requesting the meeting shall decide. One or more shareholders representing at least 10% of the issued share capital may request the managing board or supervisory board in writing, at least sixty days but not more than ninety days before the anniversary of the date on which the prior year's meeting was convened, to include certain subjects in the agenda. No valid resolutions can be adopted at a general meeting of shareholders in respect of subjects which are not mentioned in the agenda. Under Dutch law holders of shares representing solely or jointly at

least one hundredth part of the issued share capital, or represents a value of at least EUR 50,000,000 may request the company not later than on the sixtieth day prior to the day of the general meeting to include certain subjects on the notice convening a meeting, provided that it is not detrimental to the vital interest of the company.

General meetings of shareholders are chaired by the chairman of the supervisory board. In case of absence of the chairman of the supervisory board the meeting shall be presided by any other person nominated by the supervisory board. The chairman of the meeting shall appoint the secretary of that meeting. The secretary of the meeting shall keep the minutes of the business transacted at the meeting, which minutes shall in evidence of their adoption be signed by the chairman and the secretary.

The general meeting of shareholders may adopt rules regarding, *inter alia*, the length of time for which shareholders may speak. In so far as such rules are not applicable, the chairman may determine the time for which shareholders may speak if he considers this desirable with a view to the orderly proceeding of the meeting.

The shareholders or their proxies must sign the attendance list, stating the number of the shares represented by them – insofar as applicable – the number of votes to be cast by them.

At the general meeting of shareholders, each share shall confer the right to cast one vote, unless otherwise provided by law or the articles of association. No votes may be cast in respect of shares that the Company or its subsidiaries hold. All shareholders and other persons entitled to vote at general meetings of shareholders are entitled to attend general meetings of shareholders, to address the meeting and to vote. They must notify the managing board in writing of their intention to be present or represented not later than on the third day prior to the day of the meeting, unless the managing board permits notification within a shorter period of time prior to any such meeting. Subject to certain exceptions, resolutions may be passed by a simple majority of the votes cast.

For the purpose of the provisions of this paragraph holders of a usufruct who have a voting right and holders of a pledge who have a voting right are put on a par with shareholders.

Dividends and Other Distributions

Subject to certain exceptions, dividends may only be paid out of profits as shown in the Company's annual financial statements as adopted by the general meeting of shareholders. Distributions may not be made if the distribution would reduce shareholders' equity below the sum of the paid-up capital and any reserves required by Dutch law or the articles of association.

Out of profits, dividends must first be paid on any outstanding preference shares (the "**Preference Share Dividend**") in a percentage (the "**Preference Share Dividend Percentage**") of the obligatory amount (call) paid up on such shares as at the beginning of the fiscal year in respect of which the distribution is made. The Preference Share Dividend Percentage is equal to the average main refinancing rates during the financial year for which the distribution is made. Average main refinancing rate shall be understood to mean the average value on each individual day during the financial year for which the distribution is made of the main refinancing rates prevailing on such day. Main refinancing rate shall be understood to mean the rate of the main refinancing operation as determined and published from time to time by the European Central Bank. If and to the extent that profits are not sufficient to pay the Preference Share Dividend in full, the deficit shall be paid out of the reserves, with the exception of any reserve, which was formed as share premium reserve upon the issue of financing preference shares. If in any fiscal year the profit is not sufficient to make the distributions referred to above and if no distribution or only a partial distribution is made from the reserves referred to above, such that the deficit is not fully distributed no further distributions will be made as described below until the deficit has been recovered.

Out of profits remaining after payment of any dividends on preference shares, such amounts shall be kept in reserve as determined by the supervisory board. Out of any remaining profits not allocated to reserve, a dividend (the "**Financing Preference Share Dividend**") shall be paid on the financing preference shares in a percentage (the "**Financing Preference Share Dividend Percentage**") over the par value, increased by the amount of share premium that was paid upon the first issue of financing preference shares, which percentage is related to the average effective yield on the prime interest rate on corporate loans in the United States as quoted in the Wall Street Journal. If and to the extent that the profits are not sufficient to pay the Financing Preference Share Dividend in full, the

deficit may be paid out of the reserves if the managing board so decides with the approval of the supervisory board, with the exception of the reserve which was formed as share premium upon the issue of financing preference shares.

Insofar as the profits have not been distributed or allocated to reserves as specified above, they are at the free disposal of the general meeting of shareholders provided that no further dividends will be distributed on the preference shares or the financing preference shares.

The general meeting of shareholders may resolve, on the proposal of the supervisory board, to distribute dividends or reserves, wholly or partially, in the form of the Company's shares.

Distributions as described above are payable as from a date to be determined by the supervisory board. The date of payment on Type I shares may differ from the date of payment on Type II shares. Distributions will be made payable at an address or addresses in the Netherlands to be determined by the supervisory board, as well as at least one address in each country where the shares are listed or quoted for trading. The supervisory board may determine the method of payment of cash distributions, provided that cash distributions in respect of Type II shares will, subject to certain exceptions, be paid in the currency of a country where our shares are listed or quoted for trading, converted at the close of business on a day to be determined for that purpose by the supervisory board.

Dutch law, making the declaration of dividends out of the profits that are at the free disposal of the general meeting of shareholders the exclusive right of the general meeting of shareholders, is different from the corporate law of most jurisdictions in the United States, which permit a corporation's board of directors to declare dividends.

Distributions in cash that have not been collected within five years and two days after they have become due and payable shall revert to the company.

Financial Year and Auditor

The financial year of the Company coincides with the calendar year. The general meeting of shareholders appoints an auditor to audit the financial statements and to issue a report thereon. On 20 June 2007, the general meeting of shareholders reappointed Ernst & Young Accountants as the Company's auditor for the financial year 2007.

Capital Reduction

The general meeting of shareholders may, subject to Dutch law and the articles of association, on proposal of the supervisory board, resolve to reduce the outstanding share capital by cancellation of shares or by reducing the nominal value of shares by way of amendment of the articles of association.

Amendment of Articles of Association

The general meeting of shareholders may only on proposal of the supervisory board, resolve to amend the articles of association.

A resolution of the general meeting to amend the articles of association shall further only be valid if (i) the complete proposal has been made available for inspection by the shareholders and the other persons entitled to attend the general meeting of shareholders, at the office of the company as from the day of notice convening such meeting until the close of that meeting, and (ii) a resolution to amend the articles of association by which the rights conferred on holders of shares of a specific class as such are changed has been approved by the relevant class meeting.

Dissolution and Liquidation

The general meeting of shareholders may resolve to dissolve the Company. If the Company is dissolved, the liquidation shall be carried out by the person designated for that purpose by the general meeting of shareholders, under the supervision of the supervisory board. The general meeting of shareholders shall upon the proposal of the supervisory board determine the remuneration payable to the liquidators and to the person responsible for supervising the liquidation.

During the liquidation process, the provisions of the articles of association will remain applicable to the extent possible.

In the event of our dissolution and liquidation, the assets remaining after payment of all debts and liquidation expenses will be distributed among registered holders of ordinary shares in proportion to the par value of their ordinary shares, subject to liquidation preference rights of holders of preference shares and financing preference shares, if any.

Legal Merger

A resolution of the general meeting of shareholders to approve a legal merger or the sale of all or substantially all of our assets is valid only if adopted by a vote of at least two-thirds of the issued share capital, unless proposed by the supervisory board, in which case a simple majority of the votes cast shall be sufficient.

Liability of Directors

See "Management and Employees – Directors' Indemnification and Insurance".

Restrictions on Foreign Ownership

There are no restrictions on the foreign ownership of the Company's shares under Dutch law or the articles of association.

Disclosure of Information

The Company is required to make its annual accounts (including the annual report) and its semi-annual accounts available to the public within four, respectively two, months from the end of the period to which the information relates. In addition, the Company has to publish quarterly reports for the first three quarters of its financial year and make such quarterly reports available to the public without undue delay but no later than within two months from the end of the quarter to which the information relates.

As the Company's ordinary shares are registered in the United States and listed on the NASDAQ Global Select Market, it is required to file an annual report on Form 20-F with the US Securities and Exchange Commission within six months after the end of the fiscal year covered by the Annual Report. The Company also furnishes additional information on Reports of Foreign Private Issuer on Form 6-K.

The Company's annual financial reporting is subject to supervision by the AFM pursuant to the Financial Reporting Supervision Act (*Wet toezicht financiële verslaggeving*). Pursuant to the Financial Reporting Supervision Act the AFM may request us to clarify the manner in which we applied Dutch or European financial reporting standards that apply to us, if the AFM has based on public facts or circumstances reason to doubt, whether our financial reporting complies with such standards. Such a request and the information submitted by us accordingly will not be made public. Insofar as we have not timely provided the requested clarification or if this clarification is not satisfactory according to the AFM, it may notify us thereof and, in addition, recommend us to publicly explain (i) how we will apply the relevant financial reporting standards in the future and what the consequence thereof is for our financial reporting or (ii) in which manner our reporting does not comply with the financial reporting standards and what the consequence thereof is for our financial reporting. Again, the AFM's recommendation is confidential. However, if we do not comply with the AFM's request for clarification, the AFM may request the Enterprise Chamber, to order us to do so (even subject to a penalty (*dwangsom*)). The AFM is also entitled to request the Enterprise Chamber to order us to amend our annual financial reporting in accordance with the Enterprise Chamber's directions after the AFM has notified us of its findings and if it finds it necessary in the interest of an adequate functioning of the securities markets and the interest of investors active on those markets. Pursuant to a legislative proposal which has recently been published, the scope of the AFM's authority under the Financial Reporting Supervision Act will be extended to half-year reports, among other things. However, the AFM will not have the ability to initiate proceedings at the Enterprise Chamber with respect to half-year reports. This draft legislation is anticipated to enter into force on 1 January 2008.

In addition to the supervision by the AFM described above, the Company's financial reporting required by German law is subject to supervision by the BaFin. The BaFin may issue orders to ensure compliance with the reporting obligations under the German Securities Trading Act. Besides, the Company's financial statements may be reviewed by the German Financial Reporting Enforcement Panel (*Deutsche Prüfstelle für Rechnungslegung)* for their compliance with applicable laws and reporting standards.

The Company must disclose forthwith all new facts relating to our business that are not publicly known and that could materially affect the market price of our shares. Our shares are also listed in Germany and we are therefore subject to ad-hoc disclosure obligations under German law. Dutch and German law provide for specific rules intended to prevent insider trading and price manipulation. Pursuant to these rules, the Company has adopted a code of conduct in respect of the reporting and regulation of transactions in its securities.

Obligations of Shareholders to Make a Public Offer

The act which implements EU Directive 2004/25/EC on takeover bids (the "**Takeover Directive**") in Netherlands law has been published, but has not yet entered into force. According to this act, a shareholder who has acquired 30% or more of the Company's ordinary shares or of the Company's voting rights will be obliged to make a public offer for all issued and outstanding shares in the Company's share capital.

In addition, the new act provides that the Enterprise Chamber may, at the request of any shareholder (or holder of depositary receipts for shares) or the Company, order a shareholder with a shareholding of 30% or more to make a public offer. The Enterprise Chamber may also, at the request of the Company, determine that such a shareholder is not required to make a public offer when the financial condition of the Company and the business related to it gives rise thereto.

As the shares of the Company are not admitted to trading on a regulated market in the Netherlands, but have been admitted to trading on the Frankfurt Stock Exchange, any public offer for shares in the capital of the Company is partly governed by German law and partly by Dutch law: German law applies to matters relating to the bid procedure, the consideration offered and the contents of the offer document. Dutch law applies to matters relating to the information to be provided to the employees of the Company and matters relating to company law, in particular the percentage of voting rights which confers control and any derogation from the obligation to launch the public offer, as well as the conditions under which the Executive Board may undertake any action which might result in the frustration of the bid.

Squeeze Out Procedures

Pursuant to article 2:92a of the Dutch Civil Code, a shareholder who for his own account contributes at least 95% of the Company's issued capital may institute proceedings against the Company's other shareholders jointly for the transfer of their shares to the claimant. The proceedings are held before the Enterprise Chamber and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber may grant the claim for the squeeze out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value of the shares. Once the order to transfer has become final, the acquiror shall give written notice of the price, and the date on which and the place where the price is payable to the minority shareholders whose addresses are known to him. Unless all addresses are known to him, he shall also publish the same in a daily newspaper with nationwide distribution.

In case of a public offer having been made for shares or for depositary receipts for shares, the legislation that implements the Takeover Directive in the Netherlands provides for a special squeeze out procedure for a period of three months after termination of the tender period, that replaces the rules of 2:92a of the Dutch Civil Code. Following a public offer, the offeror can initiate proceedings if he contributes at least 95% of a class of shares and represents at least 95% of the total voting rights in that class. The price offered in the public offer will in principle be deemed a reasonable price for squeeze out purposes if the offer was a mandatory offer or if at least 90% of the shares were received by way of a voluntary offer. The Enterprise Chamber may, nevertheless, appoint one or three experts to offer an opinion on the value of the shares, prior to determining the price to be paid by the offeror.

The same legislation also entitles each remaining minority shareholder to demand a squeeze out if the offeror has acquired at least 95% of the class of shares held by him/her, representing at least 95% of the total voting rights in that class. This procedure must be initiated with the Enterprise Chamber within three months after the end of the period for tendering shares in the public offer. The price for the shares is determined in accordance with the procedure described in the immediately preceding paragraph.

Shareholding Disclosure Obligations

Shareholding Disclosure Obligations under Dutch Law

Holders of the Company's shares may be subject to reporting obligations under the Financial Markets Supervision Act. A summary of the notification requirements in the Financial Markets Supervision Act is set out below. Shareholders are advised to seek professional advice on their obligations.

Under the Financial Markets Supervision Act, any person who directly or indirectly acquires or disposes of an interest in the Company's capital and/or voting rights must immediately notify the AFM by means of a standard form if, as a result of this acquisition or disposal, the percentage of capital interest or voting rights held directly or indirectly meets, exceeds or falls below the following thresholds: 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%. Any person who directly or indirectly acquires or disposes of an interest in one or more of the Company's shares to which special controlling rights are attached according to the articles of association must immediately give written notice to the AFM.

The Company is required to notify the AFM immediately if the Company's capital or voting rights have changed by 1% or more since its previous notification on outstanding capital and voting rights. The Company must notify the AFM of the Company's outstanding share capital and voting rights at least once per calendar quarter, within eight days after the end of the quarter. Anyone whose direct or indirect capital and/or voting rights interest meets or passes the thresholds referred to in the previous paragraph as a result of a change in the share capital or voting rights that are outstanding must notify the AFM no later than the fourth trading day after the AFM has published the change in the Company's share capital and/or voting rights.

Once every calendar year, holders of a 5% or larger interest in the Company's share capital or voting rights whose interest has, in the period after their most recent notification to the AFM, changed (composition) as a result of certain acts (including, but not limited to, the exchange of shares for depositary receipts and vice versa, and the exercise of a right to acquire shares) must notify the AFM. The notification must be effected within four weeks after the end of the calendar year.

Subsidiaries, as defined in the Financial Markets Supervision Act, do not have reporting obligations under the Financial Markets Supervision Act, as their, direct and indirect, interests are attributed to their (ultimate) parent. Any person may qualify as a parent for purposes of the Financial Markets Supervision Act, including an individual. A person who has a 5% or larger interest in the Company's share capital or voting rights and who ceases to be a subsidiary for purposes of the Financial Markets Supervision Act must immediately notify the AFM. As of that moment, all notification obligations under the Financial Markets Supervision Act will become applicable to the former subsidiary.

For the purpose of calculating the percentage of capital interest or voting rights, among other metrics, the following interests must be taken into account: (i) shares or depositary receipts for shares or voting rights directly held (or acquired or disposed of) by any person, (ii) shares or depositary receipts for shares or voting rights held (or acquired or disposed of) by such person's subsidiaries or by a third party for such person's account or by a third party with whom such person has concluded an oral or written voting agreement (including a discretionary power of attorney), and (iii) shares or depositary receipts for shares or voting rights which such person, or any subsidiary or third party referred to above, may acquire pursuant to any option or other right held by such person (or acquired or disposed of, including, but not limited to, on the basis of convertible bonds).

Special rules apply with respect to the attribution of shares or depositary receipts for shares or voting rights which are part of the property of a partnership or other community of property. A holder of a pledge or right of usufruct in respect of shares or depositary receipts for shares can also be subject to the reporting obligations of the Financial

Markets Supervision Act, if such person has, or can acquire, the right to vote on the shares or, in the case of depositary receipts, the underlying shares. If a pledgee or usufructuary acquires the voting rights on the shares or depositary receipts for the shares, the subject of such pledge or usufruct arrangement, this may trigger a corresponding reporting obligation for the holder of the shares or depositary receipts for the shares.

Future Legislation

Pursuant to an advice of the Monitoring Commission on the Dutch Corporate Governance Code, see "Description of Share Capital and Corporate Governance – Corporate Governance", it is anticipated that the Dutch Ministry of Finance will propose several amendments of the disclosure obligations for shareholdings under the Financial Markets Supervision Act. Most notably, the lowest threshold for the disclosure of capital interest and/or voting rights is expected to be reduced from 5% to 3%.

Shareholding Disclosure Obligations under German Law

As the shares of the Company are listed on the Frankfurt Stock Exchange, the Company is subject to a number of provisions of the German Securities Trading Act (*Wertpapierhandelsgesetz*; the "**German Securities Trading Act**") with respect to disclosure of holdings and reporting duties. If the Company is notified of the acquisition or disposal of major holdings or major proportions of voting rights within the meaning of the Transparency Directive the Company must publish such information without undue delay and at the latest within three trading days and must notify the BaFin accordingly. The information must also be transmitted to the German company register *(Unternehmensregister)*. The same applies if the Company, or a third party on its account, reaches, exceeds or falls below the thresholds of 5% or 10% with regard to its holding in the Company's own shares; publication in this case must occur at the latest within four trading days. The Company must furthermore, at the end of each month during which the total number of voting rights has changed, publish this number, notify the BaFin accordingly and transmit this information to the German company register.

Shareholding Disclosure Obligations by Members of the Board of Management and Supervisory Board under Dutch law

On the basis of the Financial Markets Supervision Act, members of the board of management and supervisory board must immediately give written notice to the AFM by means of a standard form of their holdings of ordinary shares and voting rights in the Company. They must subsequently notify the AFM of every change in their holdings of ordinary shares and voting rights in the Company.

The same requirements apply to the holdings of ordinary shares and voting rights of members of the board of management and supervisory board in so-called "affiliated" institutions. In this context, "affiliated" means in respect of the Company, among other persons, any public company with limited liability incorporated under Dutch law, the shares or depositary receipts for shares of which are admitted to listing on a regulated market in the Netherlands or another EEA State (i) within which the Company holds a participation (*deelneming*) and the turnover of which is at least 10% of the Company's consolidated turnover, or (ii) provides directly or indirectly more than 25% of the Company's capital.

On the basis of the Financial Markets Supervision Act other and additional detailed trade reporting obligations apply to certain of our insiders, certain of their family members and members of their household, and certain legal entities and arrangements controlled by or settled for these insiders.

The AFM publishes the notifications received by it in a public register.

Disclosure Obligations for Certain Insiders

Disclosure Obligations for Certain Insiders under Dutch Law

Pursuant to the Financial Markets Supervision Act, members of the managing board and supervisory board and any other person who has (co)managerial responsibilities, and in that capacity has the authority to make decisions affecting the Company's future developments and business prospects and who has regular access to inside information relating, directly or indirectly, to the Company (each a "**notifying person**"), must give written notice to

the AFM by means of a standard form of any transactions conducted on his or her own account relating to ordinary shares or in securities the value of which is determined by the value of those ordinary shares.

In addition, persons designated by the governmental decree dated 12 October 2006 pursuant to the Financial Markets Supervision Act (*Besluit Marktmisbruik Wft*, the "**Decree Market Abuse FMSA**") who are closely associated with a notifying person, are required to notify the AFM of any transactions conducted on their own account relating to the Company's ordinary shares or in securities the value of which is determined by the value of those ordinary shares. The Decree Market Abuse FMSA provides that the obligation applies to the following categories of persons: (i) the spouses, registered partners, companions of a notifying person and all other persons who similarly live together with a notifying person; (ii) children under parental authority (*gezag*) or guardianship (*curatele*) of a notifying person; (iii) other relations by blood or affinity who have on the transaction date shared a joint household with a notifying person for at least one year; and (iv) any legal entity, trust or legal partnership (a) for which a notifying person or one of the closely associated persons mentioned under (i) to (iii) has managerial responsibility; (b) which is under the control of one of these persons; (c) which has been created for the benefit of one of these persons; or (d) of which the economic interests are in essence equivalent to those of one of these persons.

The AFM must be notified within five business days following the relevant transaction date. Under certain circumstances, notification may be postponed until the date on which the value of the transactions amounts to EUR 5,000 or more per calendar year.

If a member of the Company's board of management or supervisory board has made a notification of a transaction to the AFM under the Financial Markets Supervision Act as described above under " – Disclosure of Holdings by Members of the Board of Management and Supervisory Board", that notification is sufficient for purposes of the Financial Markets Supervision Act as described under " – Disclosure of Insider Transactions".

Disclosure Obligations for Certain Insiders under German Law

Members of the managing board and of the supervisory board as well as those other persons that have regular access to insider information and that have the authority to make material business decisions are under a similar disclosure obligation under section 15a of the German Securities Trading Act. The same is true for related persons, *i.e.* certain relatives as well as legal entities (i) in which the board members, other persons or relatives exercise management functions, (ii) that are controlled by them, (iii) that were established for their benefit or (iv) whose economic interests mostly correspond with those of the board members, other persons or relatives. Within five days the board members or other persons must notify the Company and the BaFin of transactions in shares of the Company or financial instruments related to shares in the Company that, taken together with transactions of related persons of the relevant board member or other person, exceed a value of EUR 5,000 within a calendar year.

The Company must without undue delay publish any such information received, notify the BaFin of the publication and transmit the information to the German company register.

Corporate Governance

On 9 December 2003, the Dutch Corporate Governance Committee, also known as the Tabaksblat Committee, released the Dutch corporate governance code (the "**Dutch Corporate Governance Code**"). The Dutch Corporate Governance Code contains 21 principles and 113 best practice provisions for managing boards, supervisory boards, shareholders and general meetings of shareholders, financial reporting, auditors, disclosure, compliance and enforcement standards.

The Dutch Corporate Governance Code applies to all Dutch companies listed on a government-recognized stock exchange, whether in the Netherlands or elsewhere. Such companies are required under the laws of the Netherlands to disclose in their annual reports whether or not they apply those provisions of the Dutch Corporate Governance Code that are addressed to the managing board or supervisory board of the company and, if they do not apply those provisions, to give the reasons for such non-application.

The Company's corporate governance structure and compliance with the Dutch Corporate Governance Code is the joint responsibility of the managing board and the supervisory board. They are accountable for this to the annual general meeting.

Non application of a specific best practice provision is not in itself considered objectionable by the Dutch Corporate Governance Code and may well be justified because of particular circumstances relevant to a company. Pursuant to the Decree of 23 December 2004, on the adoption of further regulations regarding the contents of the annual report, however, we disclose in our annual report the application of the principles and best practice provisions of the Dutch Corporate Governance Code. To the extent we do not apply certain principles and best practice provisions or do not intend to apply these in the current or the subsequent financial year, we state the reasons therefore.

In this chapter, we will therefore indicate which specific provisions of the Dutch Corporate Governance Code we do not apply and why. Qiagen is positively disposed towards the Dutch Corporate Governance Code and applies nearly all best practice provisions. However, a few best practice provisions we prefer not to apply, due to the international character of our Company and to the fact – acknowledged by the Commission that drafted the Dutch Corporate Governance Code – that existing contractual agreements between the Company and individual members of the managing board cannot be set aside at will.

- Best practice provision II.1.1 recommends that a managing board member is appointed for a maximum period of four years. A member may be reappointed for a term of not more than four years at a time.

  The members of the managing board are appointed annually for the period beginning on the date following the annual general meeting up to and including the date of the annual general meeting held in the following year. The employment agreements of Peer M. Schatz and Roland Sackers with the Company have an indefinite term, but can be terminated with three months notice by the managing director and with six months notice by the Company. These agreements were entered into before the Dutch Corporate Governance Code became applicable and their term was not re-negotiated as this was not considered to be in the interest of the Company. All members of the managing board have additional employment agreements with other Qiagen affiliates which have a term deviating from the term set forth in the employment agreements with the Company.

- Best practice provision II.2.1 recommends that options to acquire shares are a conditional remuneration component and become unconditional only when the managing board members have fulfilled predetermined performance criteria after a period of at least three years from the grant date. Further, best practice provision II.2.2 provides that if a company grants unconditional options to managing board members, it shall apply performance criteria.

  From time to time, the members of our managing board are granted options to acquire the Company's ordinary shares with an exercise price that is higher than the market price as of the grant date (as determined by reference to an organized trading market or association). Since the holder cannot realize any value from these options unless the value of the Company's ordinary shares is increased above the exercise price, increasing shareholder value in that quantifiable manner is the "performance criteria" that must be fulfilled for these options.

- Best practice provision II.2.6 recommends that the supervisory board shall draw up regulations concerning ownership of and transactions in securities in Dutch listed companies by managing board members, other than securities issued by their 'own' company. The regulations shall be posted on the company's website. A managing board member shall give periodic notice, but in any event at least once a quarter, of any changes in his holding of securities in Dutch listed companies to the compliance officer or, if the company has not appointed a compliance officer, to the chairman of the supervisory board. A managing board member who invests exclusively in listed investment funds or who has transferred the discretionary management of his securities portfolio to an independent third party by means of a written mandate agreement is exempted from compliance with this last provision.

Since the Company is a company which is not listed in the Netherlands we do not see a conflict with potential trades by managing board members in securities in Dutch listed companies. Further, Qiagen is subject to several rules in Germany and the United States regarding the ownership and transactions by managing board members in Qiagen shares the compliance of which we consider sufficient.

- Best practice provision III.7.1 recommends that a supervisory board member should not be granted any shares and/or rights to shares by way of remuneration.

  The Company has granted stock options to the members of its supervisory board as a remuneration component since its establishment. This practice is in compliance with international business practice in our industry and we consider the grant of stock options or stock rights as an important incentive to attract individuals with the required skills and expertise to serve on our supervisory board.

- Best practice provision III.7.3 recommends that the supervisory board shall adopt a set of regulations containing rules governing ownership of and transactions in securities by supervisory board members, other than securities issued by their 'own' company. The regulations shall be posted on the company's website. A supervisory board member shall give periodic notice, but in any event at least once a quarter, of any changes in his holding of securities in Dutch listed companies to the compliance officer or, if the company has not appointed a compliance officer, to the chairman of the supervisory board. A supervisory board member who invests exclusively in listed investment funds or who has transferred the discretionary management of his securities portfolio to an independent third party by means of a written mandate agreement is exempted from compliance with this last provision.

  See our statement to best practice provision II.2.6 above.

- Pursuant to best practice provision IV.1.1, a general meeting of shareholders is empowered to cancel binding nominations of candidates for the managing board and supervisory board, and to dismiss members of either board by a simple majority of votes of those in attendance, although the company may require a quorum of at least one third of the voting rights outstanding for such vote to have force. If such quorum is not represented, but a majority of those in attendance votes in favor of the proposal, a second meeting may be convened and its vote will be binding, even without a one-third quorum.

  Our articles of association currently state that the general meeting of shareholders may at all times overrule a binding nomination by a resolution adopted by at least a two-thirds majority of the votes cast, if such majority represents more than half of the issued share capital. Although a deviation from provision IV.1.1 of the Dutch Corporate Governance Code, the supervisory board and the managing board hold the view that these provisions will enhance the continuity of the Company's management and policies.

- Best practice provision IV.1.7 recommends that the company shall determine a registration date for the exercise of the voting rights relating to meetings.

  The Company does not make use of a registration date. All of the Company's shares are registered shares and all shareholders are welcome to a shareholders meeting, provided that a shareholder needs to inform the Company of his intention to do so per the date mentioned in the notice of the meeting. As shareholders are not obliged to block their shares to participate in a meeting, this has the same effect as a registration date, be it that a shareholder can only vote a number of shares held by him at the date of the meeting. The Company does make use of a notional record date, only to enable the Company to distribute documentation regarding the meeting to shareholders.

Cross-Border Exercise of Shareholders' Rights

On 12 June 2007, the European Council of Ministers formally adopted a Directive on the exercise of certain rights of shareholders in listed companies (the "**Directive on shareholders' rights**"). The Directive aims to facilitate the (cross-border) exercise of shareholders' rights in companies which have their registered office and whose shares are admitted to trading on a regulated market within the EU, through the introduction of minimum standards. The Directive seeks to ensure that shareholders, no matter where they are residing, have timely access to complete

information and simple means to exercise certain rights, voting rights in particular, at a distance. The Directive on shareholders' rights needs to be implemented in the Netherlands two years after it enters into force.

MARKET INFORMATION

Frankfurt Stock Exchange

The Company will apply for admission to trading of the New Shares in the Prime Standard Segment on the Regulated Market (*Geregelter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Subject to delay in the settlement of the Merger, trading in the New Shares is expected to commence within 90 days of the date of this prospectus. The first trading dates for the New Shares issued in connection with the Offer and the New Shares issued in connection with the Merger may be different.

As a consequence of the admission to trading on a German stock exchange, the Company will be subject to certain German securities regulations, in particular with regard to insider trading and disclosure of information, and will be subject to supervision by the competent German authorities in these areas.

Regulated Market (*Geregelter Markt*)

The Regulated Market is an EU regulated market within the meaning of section 2, paragraph 5 of the German Securities Trading Act. The board of admission (*Zulassungsstelle*) of the Frankfurt Stock Exchange is responsible for the admission to trading of securities, such as the shares and bonds.

Under certain circumstances, the board of management (*Geschäftsführung*) of the Frankfurt Stock Exchange may suspend (*aussetzen*) or discontinue *(einstellen)* the listing of single securities on the Frankfurt Stock Exchange or even withdraw (*widerrufen*) the admission of securities to trading on the Regulated Market. Besides, in certain cases the BaFin is authorized to temporarily restrain, or order suspension of, trading in one or more securities on the Regulated Market.

The legal basis for admission of securities to trading is the German Exchange Act *(Börsengesetz)*, the Stock Exchange Admission Regulation *(Börsenzulassungsverordnung)*, the prospectus Act *(Wertpapierprospektgesetz)* and the Exchange Rules *(Börsenordnung)* of the Frankfurt Stock Exchange.

Our designated sponsors are WestLB and Deutsche Bank AG.

Prime Standard

The Prime Standard is a section within the Regulated Market with additional post-admission obligations for issuers as compared to the post-admission obligations of the Regulated Market, General Standard.

Applicable rules in case of a public offer on the shares of the Company

For the rules that apply in case a public offer is made on the shares in the capital of the Company, see "Description of Share Capital and Corporate Governance - Obligations of Shareholders to Make a Public Offer".

Listing on the NASDAQ

We have also applied for listing and admission to trading of the ordinary shares on the NASDAQ Global Select Market.

TAXATION

The following summary describes certain key tax principles under German, United States and Dutch law that may be or may become relevant with respect to the acquisition, holding, or transfer of our ordinary shares. This summary is not, and is not meant to be, a comprehensive or complete description of all tax considerations that may be relevant to our shareholders. It is based upon the relevant national tax laws and the double taxation treaties as in effect and applied on the date of this prospectus. Provisions in both areas as well as their interpretation by the tax courts or tax authorities are subject to changes in the laws of Germany, the United States or the Netherlands, including changes that could have a retroactive effect. The following summary does not take into account or discuss the tax laws of any country other than Germany, the United States or the Netherlands. You are advised to consult your own professional tax advisors as to the German, US or Dutch tax consequences of any purchase, ownership or disposal of common shares in our share capital.

Prospective investors who may be affected by the tax laws of other jurisdictions should consult their tax advisors with respect to the tax consequences applicable to their particular circumstances.

Taxation in Germany

The German legislator has recently enacted a German business taxation reform (**German Business Tax Reform 2008**) which, inter alia, changes the taxation of German profits of companies as well as the taxation of the acquisition, the holding and transfer of shares held by both companies as well as private individuals. The new law has not yet been signed by the Federal President (*Bundespräsident*) and not yet been published in the Federal Law Gazette (*Bundesgesetzblatt*); thus, the new law has not yet formally come into effect. However, it is expected that the signing and publication will take place within the next few weeks. The date of first application of the new law differs according to the provision in question: some of the rules apply as of 1 January 2008, others as of 1 January 2009, and under certain circumstances some provisions are already applicable in the year 2007. The following section therefore describes the rules that are applicable to the acquisition, holding or transfer of the ordinary shares as of the date of this prospectus and also provides a short summary of some of the important changes with regard to the taxation of the acquisition, holding or transfer of the ordinary shares.

Withholding Tax

Dividend distributions of the Company are not subject to German dividend withholding tax as the Company has neither its registered domicile nor its place of central management in Germany. This situation does not change due to the German Business Tax Reform 2008.

Taxation of Dividends - Current Situation

If an individual who is tax resident of Germany (i.e. a person whose residence or habitual abode is located in Germany) holds ordinary shares as non-business (private) assets, 50% of all dividends received before 1 January 2009 are included in taxable investment income (so called "half-income method", *Halbeinkünfteverfahren*). These 50% of taxable dividends are subject to a progressive income tax rate (up to 45% plus a 5.5% solidarity surcharge on the income tax). Assuming that the maximum tax rate of 45% applies, the total tax liability after rounding would be 47.48% of the taxable half of the dividends. Only half of the expenses that relate to these dividends are tax-deductible.

Individuals who hold ordinary shares as non-business (private) assets are entitled to a "savers' exemption" (*Sparer-Freibetrag*) in the amount of EUR 750 (or EUR 1,500 for married couples filing jointly) for each calendar year before 2009 with respect to their investment income. In addition, such persons are entitled to a lump-sum deduction in the amount of EUR 51 (alternatively EUR102 for married couples filing jointly) for income-producing expenses (*Werbungskostenpauschale*), unless proof of higher income-producing expenses is furnished. 50% of the Shareholder's dividends, plus other investment income, are subject to tax only if and to the extent they exceed the savers' exemption after deduction of actual income-producing expenses (in the case of dividends, only a 50% deduction applies) or the lump-sum deduction for income-connected expenses.

If the ordinary shares form part of a business property, taxation depends upon whether the Shareholder is a corporation, sole proprietor or partnership (*Mitunternehmerschaft*):

(i) Subject to certain exceptions for companies in the finance and insurance sector (including, under certain circumstances, holding companies), 95% of dividends received by corporations resident in Germany (i.e. corporations whose registered domicile or effective place of central management is located in Germany) are exempt from corporate income tax and the solidarity surcharge. No minimum shareholding limit or minimum holding period applies. The remaining 5% of dividends are considered non-deductible business expenses and, as such, are subject to corporate income tax at a tax rate of 25%, plus a 5.5% solidarity surcharge thereon (which add up to a total tax liability of approximately 26.375%) for tax assessment periods ending before 1 January 2008. Moreover, actual business expenses directly related to these dividends are deductible. However, for these tax assessment periods, the full amount of any dividends remaining after deduction of business expenses having an economic nexus with the dividends is subject to trade tax, unless the corporation held at least 10% of the Company's registered share capital at the beginning of the relevant tax assessment period. In the latter case, the dividends are not subject to trade tax; however, an amount of 5% of the dividends, which are deemed non-deductible business expenses, will be subject to trade tax.

(ii) If the ordinary shares form part of the business property of a sole proprietor who is tax resident of Germany, 50% of dividends distributed before 1 January 2009 are subject to progressive income taxation plus solidarity surcharge thereon. Only 50% of business expenses related to the dividends are tax-deductible. If the ordinary shares form part of the business property of a permanent branch of a commercial business in Germany, in addition to income taxes, dividends received during any tax assessment period ending before 1 January 2008 are also subject to trade tax in the full amount (after deducting business expenses having an economic nexus with the dividends), unless the taxpayer held at least 10% of the Company's registered share capital at the beginning of the relevant tax assessment period. Any trade tax is generally credited against the Shareholder's personal income tax liability by a lump-sum tax credit method (*pauschaliertes Anrechnungsverfahren*).

(iii) If the shareholder is a partnership, personal income tax or corporate income tax is assessed only at the level of each partner. Taxation of each partner depends upon whether the partner is a corporation or an individual. If the partner is a corporation that is tax resident in Germany, 95% of dividends are generally tax-exempt, see (i) above. If the partner is an individual who is tax resident in Germany, 50% of dividends received before 1 January 2009 are subject to personal income tax, plus solidarity surcharge, see (ii) above. If the ordinary shares form part of the business property of a domestic permanent establishment of a commercial trade or business of the partnership, the dividends are subject to trade tax at the level of the partnership in the full amount (after deducting business expenses having an economic nexus with the dividends). If the partner is an individual, then the trade tax paid by the partnership is generally credited against the partner's personal income tax liability in accordance with a lump-sum tax credit method. If the partnership held at least 10% of the Company's registered share capital at the beginning of the relevant tax assessment period and this period has ended before 1 January 2009, the dividends are not subject to trade tax. If and to the extent the partners are corporations, however, the 5% of dividends not considered deductible business expenses will be subject to trade tax.

If the shareholder is an individual being tax resident of Germany, all or part of the Dutch withholding tax which was withheld from the dividends and which is not refundable under the Tax Treaty between Germany and the Netherlands may be credited against the respective shareholder's personal income tax liability if evidenced by a withholding certificate. Alternatively, an individual shareholder may, under certain circumstances, elect to deduct the non-refundable Dutch withholding tax in determining his or her taxable income. If a corporate shareholder is tax resident in Germany, the Dutch withholding tax which was withheld from the dividends and which is not refundable under the Tax Treaty between Germany and the Netherlands cannot be credited against the respective shareholder's corporate income tax.

If a shareholder not resident in Germany holds the ordinary shares as part of the business property of a permanent establishment or fixed base in Germany or as part of a business property for which a permanent representative in Germany has been appointed, rules similar to those described for the taxation of resident shareholders apply.

Taxation of Dividends – German Business Tax Reform 2008

If an individual who is tax resident in Germany holds ordinary shares as non-business (private) assets, the full amount of dividends received as of 1 January 2009 will be subject to a 25% private investment flat income tax (plus a 5.5% solidarity surcharge on the private investment flat income tax, adding to a total tax liability of 26.375%) instead of the personal income tax rate, unless the personal income tax rate of the Shareholder is lower. With the exception of a "saver's exemption" (*Sparer-Freibetrag*) in the amount of EUR 801 (or, for married couples filing jointly, EUR 1,602), income-producing expenses will no longer be tax-deductible.

If the ordinary shares form part of a business property, taxation will continue to depend upon whether the shareholder is a corporation, sole proprietor or partnership (*Mitunternehmerschaft*):

(i) For corporations tax resident in Germany as shareholders, the current provisions described above will mostly remain in effect without change for 2008 onwards. However, the corporate tax rate will be reduced from 25% to 15% (plus a 5.5% solidarity surcharge thereon) for tax assessment periods ending after 31 December 2007. With regard to trade tax, dividends will only be exempt from trade tax from the tax assessment period 2008 onwards if the Shareholder of the Company holds at least 15% (currently: 10%) of the ordinary shares in the Company at the beginning of the respective tax assessment period.

(ii) If the ordinary shares are held by a sole proprietor who is tax resident in Germany as part of a business property, 60% (instead of currently 50%) of the dividends distributed in the year 2009 or thereafter will be subject to progressive income taxation plus solidarity surcharge thereon (*Teileinkünfteverfahren*). Correspondingly, 60% of income-producing expenses will be tax-deductible as of 2009. The taxable amount of the dividends will generally remain subject to the progressive income tax rates (up to 45% plus a 5.5% solidarity surcharge on the income tax); however, there will be a new favourable treatment on application if profits of sole proprietorships are retained; the reduced income tax rate applicable to these retained profits will be 28.25% (plus a 5.5% solidarity surcharge thereon). If the ordinary shares form part of a permanent branch of a commercial business in Germany, the dividends will only be exempt from trade tax from the tax assessment period 2008 onwards if the Shareholder of the Company holds at least 15% (currently: 10%) of the registered capital at the beginning of the respective tax assessment period. Otherwise, the current provisions described above remain in effect without change for 2008 onwards.

(iii) If the shareholder is a partnership, personal income tax or corporate income tax will still be assessed at the level of each partner. If the partner is a corporation that is resident of Germany, the taxation follows the rules described in (i) above. If the partner is an individual who is tax resident of Germany, the provisions described in (ii) above will apply. For the tax assessments period 2008 and thereafter, there will be a favourable treatment of retained profits of partnerships on application. The reduced income tax rate applicable to these retained profits will be 28.25% (plus a 5.5% solidarity surcharge thereon). Otherwise, the current provisions described above remain in effect without change for 2008 onwards. If the ordinary shares form part of a domestic permanent establishment of a commercial trade or business of the partnership in Germany, the dividends will only be exempt from trade tax from the tax assessment period 2008 onwards if the partnership holds at least 15% (currently: 10%) of the registered capital of the Company at the beginning of the respective tax assessment period.

Taxation Under the Foreign Tax Act - Current Situation

If shareholders resident in Germany and certain expatriate German citizens (former residents)together, directly or indirectly, hold more than 50% of the issued share capital or of the voting rights of the Company, under German controlled foreign corporation legislation, any German resident shareholder's pro rata share in certain passive income (including, for example, but without limitation, certain interest income) earned by the Company and subject to a low-tax regime (*i.e.*, in principle an effective tax burden of less than 25%) may be taxed to such shareholder, irrespective of whether such income is distributed or retained by the Company. Upon distribution of a dividend, the attribution of non-distributed income may be reversed or the dividend may be exempt from German tax. Moreover, any single shareholder resident in Germany may be taxed on his *pro rata* share in certain investment type income derived by the Company or its subsidiaries and subject to a low-tax regime (as defined under German tax law) irrespective of whether this income is distributed by the Company.

There will be no change with regard to the current taxation under the Foreign Tax Act as described above in connection with the German Business Tax Reform 2008.

Taxation of Capital Gains - Current Situation

Capital gains from the sale of ordinary shares that were acquired before 1 January 2009 and are held as non-business (private) assets by an individual who is a tax resident in Germany are, in principle, subject to income tax plus solidarity surcharge provided that the ordinary shares are sold within one year after the acquisition date. For ordinary shares which have been deposited with a collective depositary pursuant to Section 5 of the German Deposit Act (*Depotgesetz*) it is deemed that the ordinary shares which were acquired first are sold first. The tax base is generally 50% of the capital gain. Only 50% of any losses from the sale and 50% of any related income-producing expenses are tax deductible. These capital gains are not taxed if the total amount is less than EUR 512 in combination with other profits from personal sales transactions in the same calendar year. Losses from the sale of these ordinary shares may be offset only by profits from personal sales transactions in the same calendar year or, absent such profits, by profits from personal sales transactions in the previous year or subsequent years if certain requirements are met.

If the ordinary shares described above are sold after the aforementioned one-year period, the capital gains are still taxable in the same manner if the individual or, in the event of a gratuitous transfer, the individual's legal predecessor or, in the event of several successive gratuitous transfers, any legal predecessor of the individual has (or have), at any point during the five years immediately preceding the transfer, held, directly or indirectly, at least 1% of the capital of the Company; otherwise, the capital gains from the sale of these ordinary shares are not taxable. Generally, only 50% of any losses from the sale and 50% of any related income-producing expenses are tax deductible.

If the ordinary shares form part of the shareholder's business property, then taxation of capital gains depends upon whether the shareholder is a corporation, sole proprietor, or partnership:

(i) Generally, 95% of capital gains from the sale of ordinary shares by corporations that are tax resident in Germany, irrespective of the amount and holding period of the investment, are exempt from corporate income and trade tax (including solidarity surcharge), while the remaining 5% of capital gains are considered non-deductible business expenses and, as such, are subject to corporate income tax (plus solidarity surcharge) and trade tax. Losses from the sale of ordinary shares or any other reduction in profits related to the sold ordinary shares are generally not tax-deductible.

(ii) If the ordinary shares form part of the business property of a sole proprietor who is a tax resident in Germany, 50% of the capital gains from the sale of ordinary shares realized before 2009 are subject to progressive income tax and the solidarity surcharge. Only 50% of losses from such sales and 50% of the relating expenses may be deducted. If the ordinary shares form part of the business property of a permanent establishment maintained in Germany by a commercial trade or business, the capital gains are also subject to trade tax. The tax base for the tax assessment periods before 2009 is 50% of the capital gains from the sale of ordinary shares. Trade tax generally is credited against the Shareholder's personal income tax liability in accordance with a lump-sum tax credit method.

(iii) If the shareholder is a partnership, personal income tax or corporate income tax is assessed only at the level of each partner. Taxation depends upon whether the respective partner is a corporation or an individual: if the partner is a corporation, the tax principles described for capital gains under (i) above apply accordingly. If the partner is an individual, the tax principles described for capital gains under (ii) above apply accordingly. If the ordinary shares form part of the business property of a permanent establishment maintained in Germany by a commercial trade or business of the partnership, capital gains from the sale of ordinary shares are subject to trade tax at the level of the partnership. The corporate income tax and personal income tax exemptions described above (95% capital gains exemption for corporations, 50% capital gains exemption for individuals) also apply accordingly for purposes of trade tax to the extent the partners of the partnership are corporations or individuals, respectively. Capital losses and other reductions of profits related to the disposed ordinary shares do not, in principle, qualify as tax-deductible for trade tax purposes if the partner is a corporation; if the partner is an individual only 50% of such reductions of profits

are, in principle, qualified as tax-deductible. If the partner is an individual, the trade tax apportionable to that partner and paid by the partnership is generally credited against the partner's personal income tax liability in accordance with a lump-sum tax credit method.

Specific provisions may apply with respect to capital gains from transfer of ordinary shares which are realized by companies of the financial and insurance sector as well as by pension funds and, under certain circumstances, holding companies; in these cases, and subject to certain requirements, the described pro rata tax exemptions (*i.e.* generally 95% for corporate shareholders and 50% for individuals) may not apply.

If the ordinary shares are sold by an individual who resides abroad and who is subject to non-resident taxation in Germany and if such individual holds the ordinary shares as part of the business property of a permanent establishment or fixed base in Germany or as part of a business property for which a permanent representative in Germany has been appointed, rules similar to those described for the taxation of resident shareholders apply.

Taxation of Capital Gains - German Business Tax Reform 2008

Capital gains from the sale of ordinary shares held as non-business (private) assets by an individual who is a tax resident in Germany that are acquired after 31 December 2008, regardless of the amount of ordinary shares held or the period between acquisition and sale, will be taxable, and the full amount of the capital gain will be subject to a 25% private investment flat income tax (plus 5.5% solidarity surcharge thereon) instead of the personal income tax rate, unless the personal income tax rate of the shareholder is lower. With the exception of a "saver's exemption" (*Sparer-Freibetrag*) in the amount of EUR 801 (or, for married couples filing jointly, EUR 1,602), income related expenses will no longer be tax-deductible.

If the ordinary shares form part of the shareholder's business property, the taxation of capital gains will continue to depend upon whether the shareholder is a corporation, a sole shareholder or partnership:

(i) For corporations resident in Germany as shareholders, the current provisions will mostly remain in effect without change for 2008 onwards. However, the corporate tax rate will be reduced from 25% to 15% for tax assessment periods ending after 31 December 2007.

(ii) If the ordinary shares are held by a sole proprietor who is tax resident in Germany as part of a business property, 60% (instead of currently 50%) of the capital gains realized in the year 2009 or thereafter will be subject to progressive income taxation plus 5.5% solidarity surcharge thereon (*Teileinkünfteverfahren*). Correspondingly, 60% of related business expenses will be tax-deductible starting in 2009. With regard to trade tax, the tax base will be 60% of the capital gains from the sale of ordinary shares. On application, there will be a favourable treatment of retained profits of sole proprietorships; the reduced income tax rate applicable to these retained profits will be 28.25% (plus a 5.5% solidarity surcharge thereon). Otherwise, the current provisions described above remain in effect without change for 2008 onwards.

(iii) If the shareholder is a partnership, personal income tax or corporate income tax will still be assessed at the level of each partner. If the partner is a corporation that is resident in Germany, the taxation follows the rules described in (i) above. If the partner is an individual who is tax resident in Germany, the provisions described in (ii) above will apply. For the tax assessment periods 2008 and thereafter, there will be a favourable treatment of retained profits of partnerships on application. The reduced income tax rate applicable to these retained profits will be 28.25% (plus a 5.5% solidarity surcharge thereon). Otherwise, the current provisions described above remain in effect without change for 2008 onwards.

Special Treatment of Companies in the Finance and Insurance Sector as Shareholders

If financial institutions (*Kreditinstitute*) or financial services providers (*Finanzdienstleistungsinstitute*) hold or sell ordinary shares that are allocable to the trading book (*Handelsbuch*) pursuant to Section 1a of the German Banking Act (*Gesetz über das Kreditwesen*), then neither the dividends nor capital gains are subject to the half-income method (*Halbeinkünfteverfahren*) or the 95% exemption from corporate income tax and from any applicable trade tax (plus exemption from the applicable solidarity surcharge); this means that dividend income and capital gains are fully taxable. Dividends are exempt from trade tax if the corporation held at least 10% of the Company's registered share capital at the beginning of the relevant tax assessment period before 2008. The foregoing also applies to

ordinary shares which are acquired by a financial enterprise within the meaning of the German Banking Act (what might also apply to holding companies) for purposes of realizing short-term gains from proprietary trading, and to ordinary shares held by financial institutions, financial services providers and finance enterprises domiciled in another member state of the European Community or another contracting state of the EEA Agreement. Additionally, it applies to ordinary shares held by life insurance or health insurance companies which qualify as a capital investment or which are held by pension funds. However, no reduction in the trade tax is possible for these shareholders. The provisions concerning the 95% exemption of dividends from corporate income tax and any applicable trade tax apply to the cases described in this section (Special Treatment of Companies in the Finance and Insurance Sector and Pension Funds) if the dividends are accorded favorable tax treatment under the Parent-Subsidiary Directive (EC Directive 90/435/EEC of the Council dated 23 July 1990).

There will be no fundamental change in the context of the German Business Tax Reform 2008 with regard to the special treatment of companies in the finance and insurance sector as shareholders. However, dividends are only exempt from trade tax if the corporation holds at least 15% of the Company's registered share capital at the beginning of the relevant tax assessment period for the assessment periods 2008 and thereafter.

Inheritance and Gift Tax

The transfer of ordinary shares to another person by gift or in the case of death is generally subject to German inheritance or gift tax only if:

(i) the decent, donor, heir, beneficiary, or any other transferee maintains a residence or has his or her habitual abode, its registered domicile or place of management in Germany at the time of the transfer, or is a German citizen who has spent no more than five consecutive years outside Germany without maintaining a residence in Germany; or

(ii) the ordinary shares are held by the decedent or donor as part of a business property for which a permanent establishment is maintained in Germany or for which a permanent representative in Germany has been appointed at the time of the transfer.

Special rules apply to certain German citizens who neither maintain a residence nor have their habitual abode in Germany.

Other Taxes

No German transfer tax, value-added tax, stamp duty or similar taxes are assessed on the purchase, sale or other transfer of the ordinary shares. Provided that certain requirements are met, business owners may however opt for the payment of value-added tax on transactions that are otherwise tax-exempt. No net wealth tax is currently imposed in Germany.

Taxation in the United States

The following summarizes the material US federal income tax consequences of the ownership of ordinary shares by an investor that purchases such ordinary shares and that will hold the ordinary shares as capital assets. This summary does not purport to be a complete analysis or listing of all potential tax considerations and does not address holders subject to special treatment under US federal income tax laws (including insurance companies, tax-exempt organizations, regulated investment companies, financial institutions, broker dealers or holders that own, actually or constructively, 10% or more of our voting shares).

As used herein, references to a "**US Holder**" are to a holder of ordinary shares that is (i) a citizen or resident of the United States, (ii) a corporation organized under the laws of the United States or any political subdivision thereof, or (iii) a person or entity otherwise subject to United States federal income taxation on a net income basis with respect to ordinary shares (including a non-resident alien or foreign corporation that holds, or is deemed to hold, ordinary shares in connection with the conduct of a US trade or business); and references to a "**non-US Holder**" are to a holder that is not a US person for US federal income tax purposes.

Taxation of Dividends

To the extent paid out of our current or accumulated earnings and profits, as determined under US federal income tax principles, distributions, if any, made with respect to ordinary shares will be includable for US federal income tax purposes in the income of a US Holder as ordinary dividend income in an amount equal to the sum of any cash and the fair market value of any property that we distribute, before reduction for Netherlands withholding tax. During the years 2004-2010 such dividends will be eligible to be treated by US Holder individuals as "qualified dividend income" subject to a maximum tax rate of 15 percent, if the shareholder receiving the dividend satisfies the holding period requirements, and if we are not treated for our taxable year in which the dividend is paid, or our preceding taxable year, as a passive foreign investment company (see "Taxation – Taxation in the United States – Passive Foreign Investment Company Status"). To the extent that such distribution exceeds our current or accumulated earnings and profits, it will be treated as a non-taxable return of capital to the extent of the US Holder's adjusted tax basis in ordinary shares and thereafter as taxable capital gain. Dividends generally will be treated as income from sources outside the United States and generally will be passive income (or, in the case of certain holders, "financial services income") for purposes of the foreign tax credit limitation. Dividends we pay will not be eligible for the dividends received deduction allowed to corporations in certain circumstances under the United States Internal Revenue Code of 1986, as amended (the "**US IR Code**"). A US Holder may elect annually to either deduct The Netherlands withholding tax (see "Taxation – Taxation in the Netherlands – Withholding Tax") against their income or take the withholding taxes as a credit against their US tax liability, subject to US foreign tax credit limitation rules. If the dividends are qualified for the lower applicable capital gains rate (as discussed in the above paragraph), the amount of the dividend income taken into account for calculating the foreign tax credit limitation will be in general be limited to the gross amount of the dividend, multiplied by the reduced, divided by the highest rate of tax normally applicable to dividends, For the purposes of computing the foreign tax credit, dividends paid on ordinary shares will be treated as income from sources outside the United States, but generally will be grouped separately, together with other items of "passive" or financial services income. Recently enacted legislation (the American Jobs Creation Act of 2004, or the "**CJC Act**") will modify the foreign tax credit limitation by reducing the number of classes of foreign source income to two for taxable years beginning after 31 December 2006. Under the CJC Act, dividends paid on ordinary shares will generally constitute passive category income but could, in the case of certain US holders, constitute "general category income". The rules governing the foreign tax credit are complex. We urge you to consult with your own tax advisors regarding the availability of the foreign tax credit in your particular circumstances.

Dividends we pay in a currency other than the US dollar will be included in the income of a US Holder in a US dollar amount based upon the exchange rate in effect on the date of receipt. A US Holder will have a tax basis in such foreign currency for US federal income tax purposes equal to its US dollar value on the date of receipt. Any gain or loss on a subsequent disposition of such foreign currency (including a subsequent conversion into US dollars) will be ordinary income or loss. Such gain or loss will generally be income from sources within the US for foreign tax credit limitation purposes.

A non-US Holder generally will not be subject to US federal income tax or withholding tax on distributions with respect to ordinary shares that are treated as dividend income for US federal income tax purposes unless such dividends are effectively connected with the conduct of a trade or business within the United States by such non-US Holder, (and are attributable to a permanent establishment maintained in the United States by such non-US Holder, if an applicable income tax treaty so requires as a condition for such non-US Holder to be subject to US taxation on a net income basis in respect of income from ordinary shares), in which case the non-US Holder generally will be subject to tax in respect of such dividends in the same manner as a US Holder. Any such effectively connected dividends received by a non-United States corporation may also, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. A non-US Holder generally will not be subject to US federal income tax or withholding tax on distributions with respect to ordinary shares that are treated as capital gain for US federal income tax purposes unless such holder would be subject to US federal income tax on gain realized on the sale or other disposition of ordinary shares, as discussed below.

Taxation of Capital Gains

Subject to the PFIC rules discussed below, upon the sale or other disposition of ordinary shares, a US Holder will recognize gain or loss for US federal income tax purposes in an amount equal to the difference between the amount

realized on the disposition of ordinary shares and the US Holder's adjusted tax basis in ordinary shares. Such gain or loss generally will be subject to US federal income tax. An individual US Holder is generally subject to a maximum capital gains rate of 15% for ordinary shares held for more than a year. For US federal income tax purposes, capital losses are subject to limitations on deductibility. Gain realized by a US Holder on the sale or other disposition of ordinary shares generally will be treated as income from sources within the United States for purposes of the foreign tax credit limitation.

A non-US Holder will not be subject to US federal income tax or withholding tax on gain realized on the sale or other disposition of ordinary shares unless (i) the gain is effectively connected with a trade or business of the non-US Holder in the United States (and is attributable to a permanent establishment maintained in the United States by such non-US Holder, if an applicable income tax treaty so requires as a condition for such non-US Holder to be subject to US taxation on a net income basis in respect of gain from the sale or other disposition of ordinary shares) or (ii) such holder is an individual who is present in the United States for 183 days or more in the taxable year of the sale, and certain other conditions are met. Effectively connected gains realized by a corporate Non-US Holder may also, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

Passive Foreign Investment Company Status

We may be classified as a "passive foreign investment company" ("**PFIC**") for US federal income tax purposes if certain tests are met. We will be a PFIC with respect to a US Holder if for any taxable year in which the US Holder held ordinary shares, either (i) 75% or more of our gross income for the taxable year is passive income; or (ii) the average value of our assets (during the taxable year) which produce or are held for the production of passive income is at least 50% of the average value of all assets for such year. Passive income means, in general, dividends, interest, royalties, rents (other than rents and royalties derived in the active conduct of a trade or business and not derived from a related person), annuities, and gains from assets which would produce such income other than sales of inventory. For the purpose of the PFIC tests, if a foreign corporation owns at least 25% by value of the stock of another corporation, the foreign corporation is treated as owning its proportionate share of the assets of the other corporation, and as if it had received directly its proportionate share of the income of such other corporation. The effect of this special provision with respect to the Company and our ownership of our subsidiaries is that we, for purposes of the income and assets tests described above, will be treated as owning directly our proportionate share of the assets of our subsidiaries and of receiving directly our proportionate share of each of those companies' income, if any, so long as we own, directly or indirectly, at least 25% by value of the particular company's stock. Active business income of our subsidiaries will be treated as our active business income, rather than as passive income. Based on our current income, assets and activities, we do not believe that we are currently a PFIC. No assurances can be made, however, that the IRS will not challenge this position or that we will not subsequently become a PFIC.

A determination as to PFIC status is made annually (although an initial determination that we are a PFIC will generally be binding on a shareholder who does not make the qualified election discussed below with respect to the first year such shareholder holds or is deemed to hold ordinary shares). Whether we are a PFIC in any year and the tax consequences relating to PFIC status will depend on the composition of our income and assets. For example, we retain in our business a substantial amount of cash and cash equivalents, and such cash balances are considered by the IRS to be passive assets, even if held as working capital for an active business. Accurate predictions of the composition of our income are particularly difficult in light of the volatile nature of earnings patterns in technological industries. In addition, US tax law is not entirely clear as to the proper classification of all types of income that we may realize or all types of assets that we may hold. We will, however, monitor our income and assets closely in order to make an annual determination as to whether we are a PFIC. Following the close of any tax year, we intend to promptly send a notice to all shareholders of record at any time during such year, if we determine that we are a PFIC.

If we are a PFIC, each of our direct and certain indirect shareholders that is a US person ("**US Shareholders**") either (i) may make an election to report currently its *pro rata* share of our ordinary earnings and net capital gain even if no distributions are actually received from us (the "qualified election"), or (ii) upon a disposition of ordinary shares, including a disposition pursuant to an otherwise tax-free reorganization, or receipt of an "excess distribution" (as defined in the US IR Code), will be subject to tax (including an interest charge) generally as if the gain or distribution were earned ratably over the period in which ordinary shares were held and face other adverse tax

consequences. Alternatively, under the "Taxpayer Relief Act of 1997", effective for taxable years of US persons beginning after 31 December 1997, US Shareholders may make a mark-to-market election with respect to ordinary shares under which the US Shareholder would include in income each year an amount equal to the excess, if any, of the market value of ordinary shares as of the close of the taxable year over the US Shareholder's adjusted basis in such stock. Under this election, the US Shareholder would be allowed a deduction for the excess, if any, of the adjusted basis of ordinary shares over the market value of the shares as of the close of the taxable year but only to the extent of any net mark-to-market gains with respect to ordinary shares included by the shareholder for prior taxable years. The US Shareholder's adjusted basis in ordinary shares would be adjusted to reflect the amounts included or deducted under this election. Amounts included in income pursuant to a mark-to-market election, as well as gain on the actual sale or other disposition of ordinary shares would be treated as ordinary income. Ordinary loss treatment would also apply to the deductible portion of any mark-to-market loss on ordinary shares, as well as to any loss realized on the actual sale or other disposition of ordinary shares to the extent that the amount of such loss did not exceed the net mark-to-market gains previously included with respect to such stock. An election to mark to market will apply to the taxable year for which made and all subsequent taxable years, unless ordinary shares cease to be treated as marketable stock or the Secretary of the Treasury consents to the revocation of such election.

A shareholder who makes a qualified election may recognize ordinary income or loss as a result of currency fluctuations between the dates of our deemed and actual distributions.

If we become a PFIC, each US Shareholder would be required annually to file IRS Form 8621 (Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund) with such shareholder's timely filed income tax return and with the Internal Revenue Service, whether or not the qualified election (or, for tax years after 1997, the mark-to-market election) is made. A US Shareholder choosing to make a qualified election must also include a shareholder election statement and the PFIC annual information statement that (as described hereafter in this paragraph) we will provide when filing IRS Form 8621 and its income tax return, and should send a copy of the shareholder election statement to the Internal Revenue Service. If we determine that we have become a PFIC, within two months after the end of each year we intend to supply the PFIC annual information statement necessary to make the qualified election for such year to each US Shareholder of record at the end of such year. In such case, we also intend to supply the PFIC annual information statement to any shareholder or former shareholder who requests it.

Prospective purchasers of ordinary shares are urged to consult their tax advisors regarding the PFIC rules and their effect on an investment in our Ordinary shares, with particular regard to (i) the advisability of making the qualified election in the event that we notify the shareholders that we have become a PFIC in any taxable year, or (ii) the advisability of making the mark-to-market election provided in the tax law.

Backup Withholding and Information Reporting

In general, dividend payments, or other taxable distributions, paid within the United States or through certain US-related financial intermediaries on ordinary shares will be subject to information reporting requirements and backup withholding tax at the rate of 28% for a non-corporate United States person and, who also:

- fails to provide an accurate taxpayer identification number;
- is notified by the Internal Revenue Service that the individual has failed to report all interest or dividends required to be shown on the Federal income tax returns; or
- in certain circumstances, fails to comply with applicable certification requirements.

Certain corporations and persons that are not United States persons may be required to establish their exemption from information reporting and backup withholding by certifying their status on Internal Revenue Service Form W-8 or W-9.

If a United States person sells ordinary shares to or through a United States office of a broker, the payment of the proceeds is subject to both United States backup withholding and information reporting unless the individual can certify that they are a non-US person, under penalties of perjury, or they otherwise establish an exemption. If a United States person sells ordinary shares through a non-US office of a non-US broker and the sale proceeds are paid to the person outside the United States then information reporting and backup withholding generally will not apply to that payment. However, United States information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made to the United States person outside the United

States, if the person sells ordinary shares through a non-US office of a broker that is a US person or has certain other contacts with the United States.

An individual generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed the individual's income tax liability by filing a refund claim with the United States Internal Revenue Service.

Taxation in the Netherlands

The following is intended as general information only and it does not purport to present any comprehensive or complete description of all aspects of Dutch tax law which could be of relevance to a holder of ordinary shares in the share capital of the Company (a "**Shareholder**"). Prospective Shareholders should therefore consult their tax adviser regarding the tax consequences of any purchase, ownership or disposal of shares.
The following summary is based on Dutch tax law as applied and interpreted by Dutch tax courts and as published and in effect on the date hereof, without prejudice to any amendments introduced at a later date and implemented with or without retroactive effect.

Any reference hereafter made to a treaty for avoidance of double taxation concluded by the Netherlands, includes the Tax Regulation for the Kingdom of the Netherlands (*Belastingregeling voor het Koninkrijk*).

Withholding Tax

A Shareholder is generally subject to Dutch dividend withholding tax at a rate of 15% on dividends distributed by the Company. Generally, the Company is responsible for the withholding of taxes at the source; the withholding tax is for the account of the Shareholder.

Dividends distributed by the Company include, but are not limited to:

(i) distributions of profits in cash or in kind, whatever they be named or in whatever form;
(ii) proceeds from the liquidation of the Company, or proceeds from the repurchase of its shares by the Company, in excess of the average paid-in capital recognized for Dutch dividend withholding tax purposes;
(iii) the par value of shares issued to a Shareholder or an increase in the par value of shares, to the extent that no contribution, recognized for Dutch dividend withholding tax purposes, has been made or will be made; and
(iv) partial repayment of paid-in capital, that is
- not recognized for Dutch dividend withholding tax purposes, or
- recognized for Dutch dividend withholding tax purposes, to the extent that the Company has net profits (*zuivere winst*), unless
  (a) the general meeting of shareholders of the Company has resolved in advance to make such repayment, and
  (b) the par value of the shares concerned has been reduced with an equal amount by way of an amendment to the articles of association of the Company.

Notwithstanding the above, no withholding is required in the event of a repurchase of shares, if certain conditions are fulfilled.

If a Shareholder is resident or deemed to be resident in the Netherlands or, in case of an individual, has opted to be treated as resident in the Netherlands, such Shareholder is generally entitled to a full credit for any Dutch dividend withholding tax against his Dutch (corporate) income tax liability and to a refund of any excess.

If a Shareholder is resident in a country other than the Netherlands under the provisions of a treaty for the avoidance of double taxation between the Netherlands and such country, such Shareholder may, depending on the terms of such treaty, be entitled to an exemption from, reduction in or refund of, Dutch dividend withholding tax on dividends distributed by the Company.

According to Dutch domestic anti-dividend stripping rules, no credit against Dutch (corporate) income tax, exemption from, reduction in or refund of, Dutch dividend withholding tax will be granted if the recipient of the

dividend paid by the Company is not considered to be the beneficial owner (*uiteindelijk gerechtigde*) of such dividends as meant in these rules.

Taxes on income and capital gains

This section does not purport to describe the possible Dutch tax considerations or consequences that may be relevant to a Shareholder:

(i) who receives shares or has received any shares or benefits from the shares as income from employment or deemed employment or otherwise as compensation;
(ii) that is an entity that is not subject to Dutch corporate income tax or is in full or in part exempt from Dutch corporate income tax (such as pension funds);
(iii) that is an investment institution (*beleggingsinstelling*) as defined in the Dutch 1969 Corporate Income Tax Act ("**CITA**");
(iv) which is entitled to the participation exemption (*deelnemingsvrijstelling*) with respect to the shares; or
(v) who has a (fictitious) substantial interest in the Company.

Generally, a Shareholder has a substantial interest (*aanmerkelijk belang*) if such Shareholder, alone or together with his partner, directly or indirectly:

(i) owns, or holds certain rights on, shares representing 5% or more of the total issued and outstanding capital of the Company, or of the issued and outstanding capital of any class of shares of the Company; or
(ii) holds rights to acquire ordinary shares, whether or not already issued, representing 5% or more of the total issued and outstanding capital of the Company, or of the issued and outstanding capital of any class of shares of the Company; or
(iii) owns, or holds certain rights on, profit participating certificates that relate to 5% or more of the annual profit of the Company or to 5% or more of the liquidation proceeds of the Company.

A Shareholder will also have a substantial interest if his partner or one of certain relatives of the Shareholder or of his partner has a (fictitious) substantial interest.

Generally, a Shareholder has a fictitious substantial interest (*fictief aanmerkelijk belang*) in the Company, if (a) he has disposed of, or is deemed to have disposed of, all or part of a substantial interest or (b) he is an individual and has transferred an enterprise in exchange for shares in the Company, on a non-recognition basis.

Residents of the Netherlands

The description of certain Dutch tax consequences in this paragraph is only intended for the following Shareholders:

(i) individuals who are resident or deemed to be resident in the Netherlands for purposes of Dutch income tax;
(ii) individuals who opt to be treated as if resident in the Netherlands for purposes of Dutch income tax ((i) and (ii) jointly "**Dutch Individuals**"); and
(iii) entities that are resident or deemed to be resident in the Netherlands for the purposes of the CITA ("**Dutch Corporate Entities**").

Dutch Individuals engaged or deemed to be engaged in an enterprise or in miscellaneous activities

Dutch Individuals are generally subject to income tax at statutory progressive rates with a maximum of 52% with respect to any benefits derived or deemed to be derived by a from Dutch Enterprise Shares (as defined below), including any capital gains realized on the disposal thereof.

Dutch Enterprise Shares are shares or any right to derive benefits from shares:

(a) which are attributable to an enterprise from which a Dutch Individual derives profits, whether as an entrepreneur or pursuant to a co-entitlement to the net worth of such enterprise (other than as an entrepreneur or a shareholder); or

(b) of which the benefits are taxable in the hands of a Dutch Individual as benefits from miscellaneous activities (*resultaat uit overige werkzaamheden*) including, without limitation, activities which are beyond the scope of active portfolio investment activities.

Dutch Individuals not engaged or deemed to be engaged in an enterprise or in miscellaneous activities

Generally, a Dutch Individual who holds ordinary shares, excluding Dutch Enterprise Shares, will be subject annually to an income tax imposed on a fictitious yield on such shares under the regime for savings and investments (*inkomen uit sparen en beleggen*). Irrespective of the actual income or capital gains realized, the annual taxable benefit of all the assets and liabilities of a Dutch Individual that are taxed under this regime, including the shares, is set at a fixed amount. The fixed amount equals 4% of the average fair market value of the assets reduced by the liabilities measured, in general, at the beginning and end of every calendar year. The tax rate under the regime for savings and investments is a flat rate of 30%.

Dutch Corporate Entities

Dutch Corporate Entities are generally subject to corporate income tax at statutory rates up to 25.5% with respect to any benefits derived or deemed to be derived (including any capital gains realized on the disposal) of shares.

Non-residents of the Netherlands

A Shareholder that is not resident or deemed to be resident in the Netherlands or, in case of an individual, has not opted to be treated as resident in the Netherlands, will not be subject to any Dutch taxes on income or capital gains in respect of the ownership and disposal of the shares, other than dividend withholding tax as described above, except if:

(i) the Shareholder derives profits from an enterprise, whether as entrepreneur or pursuant to a co-entitlement to the net worth of such enterprise other than as an entrepreneur or a Shareholder, which enterprise is, in whole or in part, carried on through a permanent establishment (vaste inrichting) or a permanent representative (vaste vertegenwoordiger) in the Netherlands, to which shares are attributable;
(ii) the Shareholder is an individual and derives benefits from miscellaneous activities (resultaat uit overige werkzaamheden) carried out in the Netherlands in respect of shares, including, without limitation, activities which are beyond the scope of active portfolio investment activities; or
(iii) the Shareholder is entitled other than by way of the holding of securities to a share in the profits of an enterprise effectively managed in the Netherlands, to which the shares are attributable.

Gift Tax and Inheritance Tax

No Dutch gift tax or inheritance tax is due in respect of any gift of shares by, or inheritance of shares on the death of, a Shareholder, except if:

(i) the Shareholder is resident or is deemed to be resident in the Netherlands;
(ii) at the time of the gift or the death of the Shareholder, his shares are attributable to an enterprise (or an interest in an enterprise) which is, in whole or in part, carried on through a permanent establishment or permanent representative in the Netherlands;
(iii) the shares are acquired by way of a gift from a Shareholder who passes away within 180 days after the date of the gift and who is not and is not deemed to be at the time of the gift, but is, or is deemed to be at the time of his death, resident in the Netherlands; or
(iv) the Shareholder is entitled to a share in the profits of an enterprise effectively managed in the Netherlands, other than by way of the holding of securities or through an employment contract, to which enterprise the shares are attributable.

For purposes of Dutch gift or inheritance tax, an individual who is of Dutch nationality will be deemed to be resident in the Netherlands if he has been resident in the Netherlands at any time during the ten years preceding the date of the gift or his death. For purposes of Dutch gift tax, any individual, irrespective of his nationality, will be deemed to be resident in the Netherlands if he has been resident in the Netherlands at any time during the 12 months preceding

the date of the gift. Furthermore, under circumstances, a Shareholder will be deemed to be resident in the Netherlands for purposes of Dutch gift and inheritance tax, if the heirs jointly or the recipient of the gift, as the case may be, so elect.

Other Taxes and Duties

No other taxes and duties (including capital tax and stamp duty) are due by or on behalf of a Shareholder in respect of or in connection with the purchase, ownership and disposal of the shares.

Residency

A Shareholder will not become resident, or deemed resident in the Netherlands for tax purposes by reason only of holding the ordinary shares.

INDEPENDENT AUDITORS

Our Consolidated Financial Statements as of and for the years ended 31 December 2004, 2005 and 2006 prepared in accordance with IFRS, included elsewhere in this prospectus, have been audited by Ernst & Young Accountants, independent auditors and members of the Royal Dutch Institute of Chartered Accountants (*Koninklijk Nederlands Instituut voor Registeraccountants*), as stated in their report appearing herein.

GENERAL INFORMATION

Available Information

Annually, within five months of the end of the Company's fiscal year, unless the general meeting of shareholders has extended this period for a maximum of six months due to special circumstances, the managing board is required to prepare annual financial statements, accompanied by an annual report and an accountant's certificate. The annual financial statements must be signed by all members of the managing board and the supervisory board. The annual financial statements, annual report and accountant's certificate will be available to shareholders without charge at the Company's registered office at Spoorstraat 50, 5911 KJ Venlo, the Netherlands during regular business hours from the day of notice convening the annual general meeting of shareholders.

Copies of the Company's annual financial statements for the years ended 31 December 2004, 2005 and 2006, the deed of incorporation and the articles of association and may be obtained free of charge for at least one year from the date of this prospectus by sending a request in writing to the Company's registered office referred to above.

This prospectus may be obtained through our website (*www.qiagen.com*) or, in printed form, by sending a request in writing to the Company's registered office referred to above or to: Deutsche Bank AG, TSS/GES, Post IPO Services 60262 Frankfurt am Main, Germany.

Independent Auditors

The address of Ernst & Young, our independent auditors, is Prof. Dr. Dorgelolaan, 5613 AM Eindhoven, the Netherlands.

EY Accountants has audited the historical financial information included by reference and prepared on the basis of IFRS and US GAAP for the financial years ending 31 December 2006; 31 December 2005 and 31 December 2004 and has issued unqualified auditors' reports thereon, dated 14 May 2007; 3 May 2007; 18 April 2005 and 30 March 2007; 27 March 2006 and 11 February 2005 respectively. The historical quarterly information included by reference has not been audited.

Significant Change in the Company's Financial or Trading Position

There has been no significant change in the financial or trading position of the group which has occurred since the last interim financial information have been published.

DOCUMENTS INCORPORATED BY REFERENCE

The information on the pages mentioned below of the following documents which have previously been published are incorporated in this prospectus by reference and, as such, form part of this prospectus. The incorporation by reference extends to the pages indicated below only. Non-incorporated parts of the documents listed below are either not relevant for the investor or covered elsewhere in the prospectus.

- Qiagen N.V. Dutch annual report 2004, p. 19 through 45 and 48
- Qiagen N.V. US annual report 2004 (Form 20-F), p. F-1 through F-33
- Qiagen N.V. Dutch annual report 2005, p. F-1 through F-58 and F-69 through F-70
- Qiagen N.V. US annual report 2005 (Form 20-F), p. F-1 through F-34
- Qiagen N.V. Dutch annual report 2006, p. F-1 through F-64 and F-67 through F-68
- Qiagen N.V. US annual report 2006 (Form 20-F), p. F-1 through F-42
- Qiagen N.V. US report for the quarterly ended 31 March 2007 (Form 6-K), p. 3-19
- Digene Corporation US annual report 2004 (Form 10-K), p. 51-75
- Digene Corporation US annual report 2005 (Form 10-K), p. 56-81
- Digene Corporation US annual report 2006 (Form 10-K), p. 57-83
- Digene Corporation US report for quarterly ended 30 September 2006 (Form 10-Q), p. 3 through 9
- Digene Corporation US report for quarterly ended 31 December 2006 (Form 10-Q), p. 3 through 10
- Digene Corporation US report for quarterly ended 31 March 2007 (Form 10-Q), p. 3 through 10

INDEX TO THE FINANCIAL STATEMENTS

HISTORICAL FINANCIAL INFORMATION

The table below lists information that is incorporated by references in this prospectus. The incorporation by reference extends to the pages indicated in the right column only. Non-incorporated parts of the documents listed are either not relevant for the investor or covered elsewhere in this prospectus.

Qiagen N.V.		
Financial statements for year ended 31 December:	*Accounting standards*	*Source*
2004	Dutch GAAP	Qiagen N.V. Dutch annual report 2004: Pages 19 through 45 and 48
2004	US GAAP	Qiagen N.V. US annual report 2004 (Form 20-F): Pages F-1 through F-33
2005	IFRS	Qiagen N.V. Dutch annual report 2005: Pages F-1 through F-58 and F-69 through F-70
2005	US GAAP	Qiagen N.V. US annual report 2005 (Form 20-F): Pages F-1 through F-34
2006	IFRS	Qiagen N.V. Dutch annual report 2006: Pages F-1 through F-64 and F-67 through F-68
2006	US GAAP	Qiagen N.V. US annual report 2006 (Form 20-F): Pages F-1 through F-42
Interim financial statements for three months ended (unaudited):	*Accounting standards*	*Source*
31 March 2007	US GAAP	Qiagen N.V. US report for the quarterly ended 31 March 2007 (Form 6-K): Pages 3-19
Digene Corporation		
Financial statements for year ended 30 June:	*Accounting standards*	*Source*
2004	US GAAP	Digene Corporation US annual report 2004 (Form 10-K) Pages 51-75
2005	US GAAP	Digene Corporation US annual report 2005 (Form 10-K) Pages 56-81
2006	US GAAP	Digene Corporation US annual report 2006 (Form 10-K) Pages 57-83
Interim financial statements for three months ended (unaudited):	*Accounting standards*	*Source*
30 September 2006 *	US GAAP	Digene Corporation US report for quarterly ended 30 September 2006 (Form 10-Q): Pages 3 through 9

31 December 2006 *	US GAAP	Digene Corporation US report for quarterly ended 31 December 2006 (Form 10-Q): Pages 3 through 10
31 March 2007 *	US GAAP	Digene Corporation US report for quarterly ended 31 March 2007 (Form 10-Q): Pages 3 through 10

* Included in connection with the pro forma financial information included elsewhere in this prospectus, see "Pro Forma Financial Information".

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial statements in accordance with US GAAP are based on the historical financial statements of Qiagen for the year ended 31 December 2006 and the quarter ended 31 March 2007 and of Digene for the year ended 30 June 2006 and the quarters ended 31 March, 30 September and 31 December 2006 and 31 March 2007, which have been incorporated in this prospectus by reference, after giving effect to our acquisition of Digene and the assumptions and adjustments described in the accompanying notes to the unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined balance sheet of Qiagen and Digene as of 31 March 2007 is presented as if the merger occurred on 31 March 2007. The unaudited pro forma condensed combined statements of operations of Qiagen and Digene for the three months ended 31 March 2007 and the year ended 31 December 2006 are presented as if the merger had taken place on 1 January 2006 and was carried forward through 31 March 2007.

The preliminary allocation of the purchase price reflected in the unaudited pro forma condensed combined financial statements is based upon estimates of the fair values of the assets to be acquired and liabilities to be assumed in the merger. The total estimated purchase price has been allocated to assets to be acquired and liabilities to be assumed based on management's best estimates of fair value, with the excess cost over net tangible and identifiable intangible assets acquired being allocated to goodwill. The estimated fair values of certain intangible assets have been preliminarily determined by Qiagen's management. This purchase price allocation is preliminary and has not been finalized and can be adjusted within twelve months of the acquisition date. The fair value of any stock options exchanged in accordance with the terms of the merger agreement has not yet been considered in the preliminary purchase price allocation due to the lack of presently available information. The result of the exchange will result in an increase in the purchase price and goodwill. Thus, this purchase price allocation is preliminary and has not yet been finalized.

The unaudited pro forma condensed combined financial statements are not intended to represent or be indicative of the consolidated results of operations or financial position of Qiagen that would have been reported had the Acquisition been completed as of the dates presented, and should not be taken as representative of the future consolidated results of operations or financial position of Qiagen. The unaudited pro forma condensed combined financial statements do not reflect any operating efficiencies and cost savings that we may achieve with respect to the combined companies. The unaudited pro forma condensed combined financial statements should be read in conjunction with the:

- accompanying notes to the unaudited pro forma condensed combined financial statements;
- separate unaudited historical consolidated financial statements of Qiagen as of and for the three months ended 31 March 2007, included elsewhere in this prospectus;
- separate historical consolidated financial statements of Qiagen for the year ended 31 December 2006, included elsewhere in this prospectus;
- separate unaudited historical consolidated financial statements of Digene as of and for the nine months ended 31 March 2007, included elsewhere in this prospectus; and
- separate historical consolidated financial statements of Digene for the year ended 30 June 2006, included elsewhere in this prospectus.

QIAGEN N.V.
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET (US GAAP)
As of 31March 2007
(in thousands)

	Historical		Pro Forma Adjustments (Note 3)		Pro Forma Combined
	Qiagen	Digene			
Assets					
Current assets:					
Cash and cash equivalents	$ 386,070	$ 13,042	$ (111,112)	A	$ 288,000
Marketable securities	98,805	179,722	(278,527)	A	—
Notes receivable	5,817	—			5,817
Accounts receivable, net	85,980	29,471			115,451
Income taxes receivable	5,712	—			5,712
Inventories	66,336	8,715			75,051
Deferred tax assets	19,942	3,721			23,663
Prepaid expenses and other current assets	34,197	3,358			37,555
Total current assets	702,859	238,029	(389,639)		551,249
Long-term assets					
Property, plant and equipment, net	224,124	40,755			264,879
Goodwill	153,383	900	888,700	B	1,042,983
Intangible assets, net	131,388	3,125	520,000	C	654,513
Deferred income taxes	10,660	14,666			25,326
Other assets	27,251	1,517			28,768
	$ 1,249,665	$ 298,992	$ 1,019,061		$ 2,567,718
Liabilities and shareholders' equity					
Current liabilities:					
Current portion of long-term debt	$ 6,687	$ 118	$		$ 6,805
Current portion of capital lease obligations	821	1,732			2,553
Accounts payable	21,455	14,616			36,071
Accrued and other liabilities	74,592	20,918	20,200	D	115,710
Income taxes payable	22,315	808			23,123
Deferred income taxes	5,973	—	17,333	E	23,306
Total current liabilities	131,843	38,192	37,533		207,568
Long-term liabilities					
Long-term debt, net of current portion	490,122	361	432,849	A	923,332
Capital lease obligations, net of current portion	12,010	22,447			34,457
Deferred income taxes	22,426	—	190,667	E	213,093
Other long-term liabilities	5,770	293			6,063
Minority Interest	—	511			511
Shareholders' equity	587,494	237,188	358,012	F	1,182,694
	$ 1,249,665	$ 298,992	$ 1,019,061		$ 2,567,718

See notes to unaudited pro forma condensed combined financial statements.

QIAGEN N.V.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS (US GAAP)
Three Months Ended 31 March 2007
(in thousands, except per share amounts)

	Historical		Pro Forma Adjustments (Note 3)		Pro Forma Combined
	Qiagen	Digene			
Net sales	$ 127,879	$ 52,523	$ (1,155)	G	$ 179,247
Cost of sales	38,929	9,907	(1,151)	G	47,685
Gross profit	88,950	42,616	(4)		131,562
Operating Expenses:					
Research and development	11,531	7,238	(4)	G	18,765
Sales and marketing	31,303	18,507			49,810
General and administrative	13,624	9,922			23,546
Acquisition, integration and related costs	690	—			690
Acquisition related intangible amortization	2,598	—	10,833	H	13,431
Relocation, restructuring and related costs	408	—			408
Total operating expenses	60,154	35,667	10,829		106,650
Income (loss) from operations	28,796	6,949	(10,833)		24,912
Interest income	5,166	2,298			7,464
Interest (expense)	(4,691)	(349)	(6,500)	I	(11,540)
Other income (expense), net	(254)	95			(159)
Income before provision for income taxes and minority interest	29,017	8,993	(17,333)		20,677
Provision for income taxes	9,150	3,529	(6,933)	J	5,746
Minority interest	—	(131)			(131)
Net income	$ 19,867	$ 5,333	$ (10,400)		$ 14,800
Net income per share—basic	$ 0.13	$ 0.22			$ 0.08
Net income per share—diluted	$ 0.13	$ 0.21			$ 0.07
Shares used in per share calculation—basic	150,389	24,157	38,948		189,337
Shares used in per share calculation—diluted	156,199	24,836	46,253		202,452
Ratio of earnings to fixed charges					2.56

See notes to unaudited pro forma condensed combined financial statements.

QIAGEN N.V.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS (US GAAP)
Year Ended 31 December 2006
(in thousands, except per share amounts)

	Historical		Pro Forma Adjustments (Note 3)		Pro Forma Combined
	Qiagen	Digene			
Net sales	$ 465,778	$ 177,734	$ (2,765)	G	$ 640,747
Cost of sales	139,122	32,928	(2,745)	G	169,305
Cost of sales-acquisition related	2,046	—			2,046
Gross profit	324,610	144,806	(20)		469,396
Operating Expenses:					
Research and development	41,560	21,180	(20)	G	62,720
Sales and marketing	115,942	68,599			184,541
General and administrative	48,574	32,790			81,364
Purchased in-process research and development	2,200	—			2,200
Acquisition, integration and related costs	6,061	—			6,061
Acquisition related intangible amortization	8,220	—	43,333	H	51,553
Relocation, restructuring and related costs	1,452	—			1,452
Total operating expenses	224,009	122,569	43,313		389,891
Income (loss) from operations	100,601	22,237	(43,333)		79,505
Interest income	16,359	6,649			23,008
Interest (expense)	(11,918)	(1,521)	(26,000)	I	(39,439)
Other income (expense), net	1,026	38			1,064
Income before provision for income taxes and minority interest	106,068	27,403	(69,333)		64,138
Provision for income taxes	35,529	12,037	(27,733)	J	19,833
Minority interest	—	(21)			(21)
Net income	$ 70,539	$ 15,345	$ (41,600)		$ 44,284
Net income per share—basic	$ 0.47	$ 0.66			$ 0.23
Net income per share—diluted	$ 0.46	$ 0.65			$ 0.22
Shares used in per share calculation—basic	149,504	23,295	38,948		188,452
Shares used in per share calculation—diluted	153,517	23,773	46,253		199,770
Ratio of earnings to fixed charges					2.39

See notes to unaudited pro forma condensed combined financial statements.

QIAGEN N.V.

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

1. BASIS OF PRO FORMA PRESENTATION

The unaudited pro forma condensed combined balance sheet as of 31 March 2007 and the unaudited pro forma condensed combined statements of operations for the three months ended 31 March 2007 and for the year ended 31 December 2006 are based on the historical financial statements of Qiagen N.V. (Qiagen, we or our) and Digene Corporation (Digene) after giving effect to the intended acquisition of Digene and the assumptions and adjustments described in the notes herein. During the periods presented, there were sales transactions between Qiagen and Digene.

The unaudited pro forma condensed combined balance sheet of Qiagen and Digene as of 31 March 2007 is presented as if the merger occurred on 31 March 2007. The unaudited pro forma condensed combined statements of operations of Qiagen and Digene for the three months ended 31 March 2007 and the year ended 31 December 2006 are presented as if the merger had taken place on 1 January 2006 and was carried forward through 31 March 2007.

The preliminary allocation of the purchase price reflected in the unaudited pro forma condensed combined financial statements is based upon estimates of the fair values of the assets to be acquired and liabilities to be assumed in the merger. The total purchase price has been allocated to assets to be acquired and liabilities to be assumed based on management's best estimates of fair value, with the excess cost over net tangible and identifiable intangible assets acquired being allocated to goodwill. The estimated fair values of certain intangible assets have been determined by Qiagen management. This purchase price allocation is preliminary and has not been finalized. The unaudited pro forma condensed combined financial statements are not intended to represent or be indicative of the consolidated results of operations or financial position of Qiagen that would have been reported had the merger been completed as of the dates presented, and should not be taken as representative of the future consolidated results of operations or financial position of Qiagen. The unaudited pro forma condensed combined financial statements do not reflect any operating efficiencies and cost savings that we may achieve with respect to the combined companies. The fair value of any stock options exchanged in accordance with the terms of the merger agreement has not yet been considered in the preliminary purchase price allocation due to the lack of presently available information. The result of the exchange will result in an increase in the purchase price and goodwill. Thus, this purchase price allocation is preliminary and has not yet been finalized. The unaudited pro forma condensed combined financial statements should be read in conjunction with the:

- accompanying notes to the unaudited pro forma condensed combined financial statements;
- separate unaudited historical consolidated financial statements of Qiagen as of and for the three months ended 31 March 2007, included in Qiagen's quarterly report on Form 6-K for the three months ended 31 March 2007;
- separate historical consolidated financial statements of Qiagen for the year ended 31 December 2006, included in Qiagen's annual report on Form 20-F for the year ended 31 December 2006;
- separate unaudited historical consolidated financial statements of Digene as of and for the nine months ended 31 March 2007, included in Digene's quarterly report on Form 10-Q for the nine months ended 31 March 2007; and
- separate historical consolidated financial statements of Digene for the year ended 30 June 2006, included in Digene's annual report on Form 10-K for the year ended 30 June 2006.

2. DIGENE ACQUISITION

Under the terms of the Agreement and Plan of Merger entered into by Qiagen on 3 June 2007, we intend to acquire all of the outstanding shares of common stock of Digene via a combination cash and shares tender offer. Digene is a publicly held company based in Gaithersburg, Maryland, that holds a unique leadership position in molecular diagnostics. Digene's primary product, the Digene HPV (human papillomavirus) Test, screens for the presence of high-risk types of the virus that have shown to be the cause of cervical cancer. The Digene HPV Test is the only test that is both FDA-approved and CE-marked for HPV. This addresses one of the largest and most rapidly expanding market segments in women's health and molecular diagnostics. We believe that the merger will provide us with an opportunity to expand into the molecular diagnostics market by linking virology with oncology, thereby creating a platform to add next-generation and high-value molecular diagnostic products.

Preliminary Purchase Price Allocation

The Digene acquisition will be accounted for as a business combination in accordance with Statements of Financial Accounting Standards No. 141 (SFAS 141). Accordingly, the figures below are calculated under the provisions of SFAS 141.

The unaudited pro forma condensed combined financial information gives effect to the issuance of ordinary shares of Qiagen and cash based upon the exchange ratio of 3.545 shares of Qiagen and USD 61.25 of cash for each outstanding share of Digene common stock. The cash component of the merger consideration could be decreased and the stock component increased if required to preserve the intended treatment of the merger for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code. Assuming the merger so qualifies as a "reorganization", a Digene stockholder generally will, for U.S. federal income tax purposes, recognize gain, but not loss, equal to the lesser of (i) the excess, if any, of the fair market value of Qiagen ordinary shares and the amount of cash received by the stockholder over that stockholder's adjusted tax basis in the Digene common stock exchanged in the merger or (ii) the amount of cash received by the stockholder in the merger; this treatment may not apply to all Digene stockholders. The average market price per ordinary share of Qiagen of USD 16.05 is based upon the average of the closing prices for a range of trading days (31 May 2007 through 5 June 2007) around the announcement date (3 June 2007) of the transaction. This results in an estimated purchase price of USD 1,467.9 million (USD 625.2 million in stock, USD 822.5 million in cash and USD 20.2 million of estimated transaction costs) as follows (in millions, except per share amounts):

Stock consideration		
Qiagen N.V. average market price per share	$ 16.05	
Exchange ratio	3.545	
Equivalent per share consideration	$ 56.90	
45% of the outstanding shares of Digene at June 3, 2007 (a)	10.987	
Fair value of Qiagen N.V. shares to be issued		$ 625.2
Cash consideration		
Per share cash consideration	$ 61.25	
55% of the outstanding shares of Digene at June 3, 2007 (a)	13.428	
Cash to be paid		822.5
Estimated transaction costs		20.2
Estimated purchase price		$ 1,467.9

(a) Does not include any assumption of Digene stock options. Digene stock options become fully exercisable prior to the closing of the transaction and will be exchanged for Qiagen stock options if not exercised prior to the effective time of the merger. The fair value of any stock options exchanged in accordance with the merger agreement will result in an increase to the purchase price and goodwill.

The purchase price will be allocated to Digene's assets acquired and liabilities assumed based upon their respective fair values at the date of acquisition. The allocation will also take into consideration intangible assets, pre-acquisition contingencies and in-process research and development, if any, acquired at closing. Any remaining unallocated acquisition cost will be considered goodwill. Pre-acquisition contingencies that are settled within one year of the closing may result in further adjustments to recorded goodwill. Qiagen is currently gathering the data necessary for determining the fair value of intangible assets, in-process research and development, assets, and liabilities. The total preliminary estimated amounts of purchased in-process research and development, identifiable intangible assets and goodwill are approximately USD 30.0 million, USD 520.0 million and USD 888.7 million, respectively. The average useful life of identifiable intangible assets is assumed to be 12 years. Because the valuation analysis has not been completed, the actual amounts of purchased in-process research and development, goodwill and identifiable intangible assets and the related average useful life over which the intangible assets are amortized could vary from these assumptions.

3. PRO FORMA ADJUSTMENTS

The following pro forma adjustments, which have a continuous impact (although in some cases with changing annual amounts), are included in the unaudited pro forma condensed combined balance sheet:

(A) To record the adjustments to cash and cash equivalents and marketable securities (in thousands) for cash paid for outstanding shares of Digene stock, including the assumption of new debt.

(B) To record the preliminary fair value of goodwill.

(C) To record the following preliminary fair values of acquired intangible assets (in thousands).

Developed technology	$ 300,000
Customer relationships	150,000
Tradename	70,000
Total adjustments to intangible assets, net	$ 520,000

(D) To record the estimated merger-related transaction costs.

The unaudited pro forma condensed combined statements of operations do not include the charges for acquisition-related costs since they are considered non-recurring charges.

(E) To record the deferred tax liability on the preliminary fair values of acquired intangible assets.

(F) To record the following adjustments to shareholders' equity (in thousands):

Estimated fair value of Qiagen shares issued in the Acquisition	$ 625,200
Estimated fair value of purchased IPR&D	(30,000)
Elimination of Digene's historical shareholders' equity	(237,188)
Total adjustments to shareholders' equity	$ 358,012

We will record an immediate write-off of purchased IPR&D at the consummation of the merger. The unaudited pro forma condensed combined statements of operations do not include the preliminary estimated charge for purchased IPR&D of USD 30.0 million since it is considered a non-recurring charge.

The following pro forma adjustments, which have a continuous impact (although in some cases with changing annual amounts), are included in the unaudited pro forma condensed combined statements of operation:

(G) To record the elimination of Qiagen sales to Digene.

(H) To record the amortization of acquired intangible assets.

(I) To record the interest expense on new debt.

(J) To record the income tax benefit on pro forma adjustments at our statutory tax rate of 40%. The pro forma combined provision for income taxes does not reflect the amounts that would have resulted had Qiagen and Digene filed consolidated income tax returns during the periods presented (in thousands except tax rate):

	2007	2006
Pro forma adjustments before income taxes	$ (17,333)	$ (69,333)
Statutory tax rate	40%	40%
Pro forma income tax adjustment	$ (6,933)	$ (27,733)

Independent Auditors' Report on the Unaudited Pro Forma Condensed Combined Financial Statements

The Directors of Qiagen NV
Spoorstraat 50
5911 KJ Venlo

Assurance Report on Pro Forma Financial Information

Introduction

In accordance with EU Regulation No 809/2004, we report on the compilation of the pro forma financial information ("**Pro Forma Financial Information**") of Qiagen N.V. (the "**Company**") consisting of the pro forma balance sheet of the Company as at 31 March 2007, the pro forma profit and loss account of the Company for the periods ended 31 December 2006 and 31 March 2007 and accompanying notes to the Pro Forma Financial Information, which is set out in Part F of the Company's prospectus dated 3 August 2007.

Inherent limitations

The Pro Forma Financial Information has been compiled on the basis described in the notes to unaudited pro forma condensed combined financial statements for illustrative purposes only, to provide information about how the merger with Digene Corporation might have affected the consolidated balance sheet of the Company as at 31 March 2007 and the profit and loss account of the Company for the periods ended 31 December 2006 and 31 March 2007. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or results.

Responsibilities

It is management's responsibility to compile the Pro Forma Financial Information in accordance with the requirements of EU Regulation No 809/2004.

It is our responsibility to form an opinion, as required by Annex II item 7 of EU Regulation No 809/2004, as to the proper compilation of the Pro Forma Financial Information. We are not responsible for updating any reports or

opinions previously issued by us for any events that occurred subsequent to the date of our report on the historical financial information used in the compilation of the Pro Forma Financial Information.

Scope

We conducted our work in accordance with Dutch Law. We planned and performed our work to obtain reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company. Our work primarily consisted of comparing the unadjusted financial information with the source documents as described in the notes to unaudited pro forma condensed combined financial statements, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with management of the Company.

Conclusion

In our opinion, in all material respects:

a) The Pro Forma Financial Information has been properly compiled on the basis stated in the notes to the Pro Forma Financial Information; and

b) That basis is consistent with the accounting policies of the Company.

Other matters

This report is issued for the sole purpose of incorporation in a prospectus to be approved by the Netherlands Authority for the Financial Markets and notified to the German Federal Financial Supervisory Authority in connection with the admission to trading of the ordinary shares to be issued as consideration for the shares in the capital of Digene Corporation on the Frankfurt Stock Exchange.

We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this report in connection with any type of transaction other than the admission to trading of the ordinary shares to be issued as consideration for the shares in the capital of Digene Corporation on the Frankfurt Stock Exchange.

Eindhoven

3 August 2007

Was signed

/s/ Paul J.A.J. Nijssen

DISCUSSION OF CERTAIN DIFFERENCES BETWEEN IFRS AND US GAAP

The financial statements of the Company as of 31 December 2004 and for the year then ended have been prepared in accordance with Dutch GAAP. The financial statements of the Company as of 31 December 2005 and 2006 and for the years then ended have been prepared in accordance with IFRS as set out in "Operating and Financial Review - Basis of Presentation". This prospectus also includes financial statements of the Company as of 31 December 2004, 2005 and 2006 and for the years then ended that have been prepared in accordance with US GAAP.

IFRS differs in certain significant respects from accounting principles generally accepted in the US (US GAAP) and from Dutch GAAP. A brief description of certain differences between IFRS and US GAAP is outlined below. Potential investors should not take this summary to be an exhaustive list of all differences between IFRS and US GAAP. The following discussion does not purport to identify all disclosures, presentation or classification differences that would affect the manner in which transactions, events, or results are presented in the combined financial statements or notes thereto. In making an investment decision, prospective purchasers of the Company's ordinary shares must rely upon their own examination of the Company, and the financial and other information contained in this prospectus. Potential investors should consult their own advisors for an understanding of the differences between IFRS and US GAAP and Dutch GAAP and how those differences could affect the financial information contained herein.

Net income under IFRS amounted to USD 73.3 million for fiscal year 2006, USD 48.1 million for fiscal year 2005 and USD 29.6 for fiscal year 2004, compared to net income under US GAAP of USD 70.5 million for fiscal year 2006, USD 62.2 million for fiscal year 2005 and USD 48.7 for fiscal year 2004.

Fully Consolidated Entities

The Company has a 100% interest in Qiagen Finance (Luxembourg) S.A., a company established in 2004 for the purpose of issuing convertible debt, and in Qiagen Euro Finance (Luxembourg) S.A., a company established in 2006 for the purpose of issuing convertible debt . Under US GAAP the Company accounts for its investments in Qiagen Finance (Luxembourg) S.A. and Qiagen Euro Finance (Luxembourg) S.A. as equity investments and accordingly records 100% of the profit or loss of Qiagen Finance (Luxembourg) S.A. and Qiagen Euro Finance (Luxembourg) S.A. in profit or loss from equity method investments. Under IFRS the interests in the companies are fully consolidated.

Compound Financial Instruments

Under IFRS the convertible debts qualify as compound financial instruments and, accordingly, the financial liability and the equity component resulting from these instruments were considered separately in the IFRS consolidated financial statements (bifurcation). Under US GAAP the loans granted by the unconsolidated subsidiaries Qiagen Finance (Luxembourg) S.A. and Qiagen Euro Finance (Luxembourg) S.A. to fully consolidated subsidiaries of the Group are in their entirety being classified as liabilities.

Capitalization of Development Expenses

Under IFRS development expenses meeting the requirements of IAS 38.57 are capitalized as intangible assets in accordance with IAS 38 ‘Intangible Assets' and are amortized over their estimated useful lives. Under US GAAP all expenses arising in development activities of the Company are expensed.

THE COMPANY

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