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**QIAGEN N.V. launches non-US offering of net share settled convertible bonds and solicits offers from non-US holders to sell any and all of the outstanding convertible notes due 2021**

**Venlo, The Netherlands, December 10, 2020** – The Managing Board and Supervisory Board of QIAGEN N.V. (NYSE: QGEN; Frankfurt Prime Standard: QIA) ("**QIAGEN**" or the "**Company**") have resolved today to issue senior, unsecured net share settled convertible bonds, which may be converted, in part, into ordinary shares of the Company ("**Shares**"), due 2027 (the "**New Bonds**"). Concurrently, QIAGEN announces that it invites holders of QIAGEN's outstanding 0.875% convertible notes due 2021 (ISIN: XS1046477581; the "**2021 Notes**") outside the United States to sell any and all of the outstanding USD 177.2 million remaining aggregate principal amount.

**The New Bonds Offering**

The Company intends to issue the New Bonds in minimum denominations of USD 200,000 each, in an aggregate volume of USD 450 million and in reliance on Regulation S through a private placement to institutional investors that are not U.S. persons only outside the United States of America, Australia, South Africa and Japan. The number of Shares underlying the New Bonds will be approximately 6.1 million, representing approximately 2.7% of the Company's current issued and outstanding share capital (subject to any adjustment of the conversion price pursuant to the terms and conditions of the New Bonds).

The Company plans to issue the New Bonds with a maturity of 7 years. The New Bonds will be issued between 100% and 102% of their principal amount, corresponding to a yield-to-maturity of minus 0.28% to 0.0%, will not bear interest and, unless previously converted, redeemed or repurchased and cancelled, will be redeemed at par value. The Company may redeem all, but not only some, of the New Bonds outstanding at their principal amount with effect on or after December 17, 2025 if the price of a Share is equal to or exceeds 130% of the prevailing conversion price on each trading day within a certain period, or if 20% or less of the aggregate principal amount of the New Bonds originally issued are outstanding and held by persons other than the Company and its subsidiaries. Holders of the New Bonds will be entitled to require an early redemption of their New Bonds at the principal amount on the 5th anniversary of their issue.

The initial conversion price is expected to be set at a 45% to 55% premium over the reference share price. The reference share price will be equal to the arithmetic average of the daily volume weighted average prices of the Shares on the 2 consecutive trading days commencing on December 10, 2020 on the New York Stock Exchange. The conversion premium of the New Bonds is expected to be determined today. The final terms of the New Bonds will be determined at final pricing, expected to occur on December 11, 2020. In the event of an exercise of their conversion right, holders of the New Bonds will receive a cash amount equivalent to the par value of the New Bonds, plus a number of Shares such that the sum of the cash amount and value of Shares delivered is equivalent to the value of the Shares underlying the New Bonds, as determined in the terms and conditions. The expected settlement date of the New Bonds is December 17, 2020, and application will be made for the New Bonds to be admitted to trading on the Open Market (*Freiverkehr*) segment of the Frankfurt Stock Exchange.

QIAGEN intends to use the net proceeds from the issuance of the New Bonds to finance the repurchase of the 2021 Notes pursuant to the Invitation described below, and for the settlement or unwind of the warrants related to the 2021 Notes as well as for general corporate purposes, including the early repayment of debt.

Under the terms of the offering of the New Bonds (the "**New Bonds Offering**"), QIAGEN will agree not to sell any securities that are substantially similar to the New Bonds or its Shares for a lock-up period ending 90 days following the settlement date, subject to certain exceptions and waiver by the Joint Global Coordinators in respect of the New Bonds Offering.

**The Invitation to Sell the 2021 Notes (the "Invitation")**

Eligible holders of the 2021 Notes that are not persons located or resident in the United States or persons acting for the account or benefit of such persons (each an "Invited Holder") will be invited to sell their 2021 Notes for cash. The Company is not obliged and may in its full discretion accept offers to sell any and all of the outstanding 2021 Notes, i.e. USD 177.2 million in aggregate principal amount of the 2021 Notes.

The Invitation commences on December 10, 2020, 8.00 am CET, and will expire at 5.30 pm CET on December 10, 2020, unless amended, extended, re-opened or terminated by the Company (such time and date, as the same may be extended).

Holders accepting the invitation will be eligible to receive a purchase price per 2021 Note equal to the arithmetic average of each of the daily volume weighted average prices of the Shares on the New York Stock Exchange, multiplied by the prevailing conversion ratio applicable on each such day, on the 2 consecutive trading days commencing on December 10, 2020.

The settlement of the Invitation is expected to take place on the same day as the settlement of the New Bonds Offering.

In connection with any repurchase of 2021 Notes, QIAGEN intends to unwind privately negotiated convertible note hedge and warrant transactions associated with the 2021 Notes with one or more counterparties to the transactions or their affiliates.

BofA Securities, Deutsche Bank Aktiengesellschaft and Goldman Sachs International are acting as Joint Global Coordinators and, together with BNP Paribas, HSBC and UniCredit, Joint Bookrunners on the issue of the New Bonds and also as Purchase Agents on the Invitation.

QIAGEN N.V.

Hulsterweg 82

5912 PL Venlo

The Netherlands

ISIN: NL0012169213

Frankfurt Stock Exchange, Regulated Market (Prime Standard)

Contacts:

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| **QIAGEN N.V.**   |  |  |  |  | | --- | --- | --- | --- | | **Investor Relations** |  | **Public Relations** |  | | John Gilardi | +49 2103 29 11711 | Dr. Thomas Theuringer | +49 2103 29 11826 | | e-mail: [ir@QIAGEN.com](file:///C:\Users\pwaltz\AppData\Local\Microsoft\Windows\INetCache\Content.Outlook\6P2MLAEQ\ir@QIAGEN.com) |  | e-mail: [pr@QIAGEN.com](mailto:pr@QIAGEN.com) |  | |  |  |  |

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