



## **QIAGEN announces plans to return approximately \$250 million to shareholders via synthetic share repurchase proposal**

*Proposal would adjust capital structure through 4% reduction in number of shares outstanding and direct capital repayment to shareholders*

**Venlo, the Netherlands, August 14, 2016** – QIAGEN N.V. (NASDAQ: QGEN; Frankfurt Prime Standard: QIA) today announced plans to return approximately \$250 million to shareholders through a synthetic share repurchase proposal that combines a direct capital repayment with a reverse stock split.

These actions, which will lead to an adjustment in QIAGEN's share capital, have been used previously by other large, multinational Dutch companies as an efficient way to provide returns to shareholders. The proposal, if adopted, is expected to be similar to QIAGEN repurchasing approximately \$250 million of its own shares, but will enable the return of capital to all shareholders in a much faster and more efficient way than through a traditional open-market repurchase program.

QIAGEN intends to fund the capital repayment, which forms part of a commitment announced in July 2016 to return \$300 million to shareholders by the end of 2017, from existing cash reserves and expects to maintain its current non-rated, investment-grade credit profile. The adjustment to QIAGEN's capital structure will be proposed at an Extraordinary General Meeting of Shareholders (EGM), which is scheduled to take place in October 2016. The related series of transactions are expected to be completed in early January 2017, in part due to a Dutch legal requirement for a two-month creditor objection period after shareholder approval of the proposal. No Dutch dividend withholding tax is expected to be applicable.

"QIAGEN is at an inflection point in setting a new sales growth trajectory, and our commitment to increase returns to shareholders underscores our confidence in achieving our targets and creating greater value," said Peer M. Schatz, Chief Executive Officer of QIAGEN N.V. "Against the backdrop of our stronger performance and improving cash flow, we are committed to creating a more efficient capital structure while maintaining a healthy balance sheet to increase returns and invest in profitable growth opportunities."

The proposed adjustment to QIAGEN's capital structure involves these three steps:

- (1) The par value of QIAGEN's common shares (EUR 0.01 per share) will be increased through a transfer from the Share Premium Reserve (included in "Additional Paid-in Capital" on the Company's balance sheet) to allow for the capital repayment to shareholders.
- (2) A reverse stock split will consolidate shares at a ratio equal to the market value of the total number of outstanding shares less the capital repayment amount, divided by the market value of the total number of outstanding shares.
- (3) The capital repayment will be paid out directly to shareholders (as of the record date), and the par value will be reduced to the original level of EUR 0.01 per share.

"Our proposal for a synthetic share repurchase relies on a well-known and proven structure utilized by many Dutch multinational companies. Based on precedent transactions in The Netherlands, we anticipate broad shareholder support for this approach, and also expect to return the balance of our commitment to return \$300 million to shareholders through share repurchases via NASDAQ or the Frankfurt stock exchange during 2017. We will continue to have a solid investment-grade profile and

retain a range of attractive debt financing options after completion of the synthetic share repurchase proposal,” said Roland Sackers, Chief Financial Officer of QIAGEN N.V.

An invitation to the EGM, which will be held in Venlo, The Netherlands, will be issued that outlines proposed amendments to QIAGEN’s Articles of Association to increase the par value of the common shares; to execute the reverse stock split; and to decrease the par value of the common shares, including the capital repayment directly to shareholders as of the record date. Further information on this process will be available on the QIAGEN website ([www.qiagen.com](http://www.qiagen.com)) at a later date.

**Illustrative example for clarification purposes only – Capital adjustment process:**

*The explanation below is only for illustrative purposes. Final details will be determined by QIAGEN’s Management Board and will be announced at a later time. Final results will be subject to factors that may include, but are not limited to, fluctuations in the QIAGEN share price, currency exchange rates between the U.S. dollar (QIAGEN’s reporting currency) and the euro (currency used for par value per share) and the rounding of fractional shares after consolidation.*

- A stockholder holds 25 QIAGEN shares at price of \$26.00 per share (total value of \$650.00) on the effective date.
- The reverse stock split is implemented at a consolidation ratio of 24 new shares for every 25 current shares. All other factors being equal, the value remains at \$650.00 due to an implied share price of \$27.0833 for each of the 24 new shares (the same QIAGEN equity value prior to reverse stock split divided by reduced number of shares).
- As a result of the reverse stock split, the total number of shares outstanding (excluding treasury shares) is reduced by 4% to about 225 million from about 234 million. This reduction is equal to the number of shares that would have been repurchased in an approximately \$250 million program completed on stock exchanges at an average price of \$26.00 per share.
- The capital repayment is implemented through a payment of \$1.0833 per outstanding share after the reverse split (approximately 225 million shares). The stockholder receives \$26.00 based on a payment of \$1.0833 for each of the 24 new shares. All other factors being equal, the capital repayment lowers QIAGEN’s equity, and this would imply a share price of \$26.00 (reduced QIAGEN equity after capital repayment, divided by the lower number of shares after the reverse stock split). The stake remains valued at \$650.00, and comprised of \$26.00 from the capital repayment and 24 new shares valued at \$624.00 (\$26.00 x 24 new shares).
- As a result of the capital repayment, and other procedural steps, the par value returns to the original level of EUR 0.01 per share.

### Illustrative example for clarification purposes only – Key steps and timeline:

Actual timeline and details on all key steps will be included in EGM invitation.

Late August 2016	Invitation issued for Extraordinary General Meeting of Shareholders and proposal to approve amendments to Articles of Association.
	At least 42 days for convocation of the EGM (per Dutch law).
Late October 2016	EGM held to seek approval for amendments to Articles of Association required to enable synthetic share repurchase.
	Two-month creditor opposition period (required under Dutch law).
Early January 2017	Announcement of details and dates to complete transactions (including public communication of final capital repayment amount, conversion ratio and record date after completion of two-month creditor opposition period). Par value of QIAGEN share returns to EUR 0.01.

### About QIAGEN

QIAGEN N.V., a Netherlands-based holding company, is the leading global provider of Sample to Insight solutions that enable customers to gain valuable molecular insights from samples containing the building blocks of life. Our sample technologies isolate and process DNA, RNA and proteins from blood, tissue and other materials. Assay technologies make these biomolecules visible and ready for analysis. Bioinformatics software and knowledge bases interpret data to report relevant, actionable insights. Automation solutions tie these together in seamless and cost-effective workflows. QIAGEN provides solutions to more than 500,000 customers around the world in Molecular Diagnostics (human healthcare), Applied Testing (forensics, veterinary testing and food safety), Pharma (pharma and biotech companies) and Academia (life sciences research). As of June 30, 2016, QIAGEN employed approximately 4,600 people in over 35 locations worldwide. Further information can be found at <http://www.qiagen.com>.

*Certain statements contained in this press release may be considered forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended. To the extent that any of the statements contained herein relating to QIAGEN's capitalization, the value of its shares, the amount and timing of any payment to its shareholders, the timing and effects of the proposed synthetic share repurchase and other share repurchase programs, and its corporate objectives are forward-looking, such statements are based on current expectations and assumptions that involve a number of uncertainties and risks. Such uncertainties and risks include, but are not limited to, QIAGEN's receipt of stockholder approval for the synthetic share repurchase, market conditions, including currency exchange rate fluctuations, global financial instability, industry conditions, the timing of the transactions, the price of its common shares, its ability to complete the transaction and its ability to repurchase its shares in the open-market, its*

*investment profile and its ability to attract future financing. For further information, please refer to the discussions in reports that QIAGEN has filed with, or furnished to, the U.S. Securities and Exchange Commission (SEC).*

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