

# OVERVIEW

## Report of the Supervisory Board

The 5,000 employees of QIAGEN – known as QIAGENers – are the reason for our success. The members of the Supervisory Board wish to thank all QIAGENers for their contributions during 2018 toward achieving our vision of making improvements in life possible. We would also like to thank our shareholders, customers, business partners and other stakeholders for honoring QIAGEN with their continued collaboration and trust.

### 2018 performance achieves full-year goals

A key role of the Supervisory Board is to monitor the performance and progress of QIAGEN's business on a regular basis, and this was done during the course of 2018 with detailed written and oral reports from the Managing Directors, members of the Executive Committee and other senior leaders.

We were pleased with the achievements of QIAGEN in 2018, delivering a performance in line with our outlook for net sales growth and exceeding our target for adjusted earnings per share. Our teams made outstanding progress on creating what we believe is one of the most dynamic and disruptive portfolios of Sample to Insight solutions for molecular testing. QIAGEN's growth initiatives are moving ahead well, and the efforts of our employees in 2018 have created a solid foundation for further growth in 2019 and the coming years. We support the strategy of QIAGEN to deliver on growth plans and expand the leadership position in molecular testing across the continuum from life sciences research to clinical healthcare.

### Composition of the Supervisory Board and Managing Board

The composition of the Supervisory Board changed during 2018 with the retirement of Prof. Dr. Manfred Karobath. As announced in early 2018, Dr. Håkan Björklund was chosen by the Supervisory Board as the new Chairman after the Annual General Meeting in June 2018.

The members of the Supervisory Board would like to express their deepest appreciation for the contributions of Prof. Karobath to QIAGEN during his 18 years on the Supervisory Board, having served as a source of wisdom and insight, as well as contributing his extensive experience in the pharmaceuticals and life sciences industries. He was an essential contributor in helping QIAGEN to develop truly innovative products and solutions that have helped QIAGEN make progress toward achieving its vision of making improvements in life possible.

All current members of the Supervisory Board are expected to stand for re-election at the upcoming Annual General Meeting in June 2019. All members, with the exception of Dr. Metin Colpan and Ms. Elizabeth E. Tallett have served in the Supervisory Board for less than eight years as recommended by the Dutch Corporate Governance Code.

QIAGEN values the profound industry experience of Dr. Colpan and Ms. Tallett for their in-depth knowledge, and supports their reappointments.

The target profile of the Supervisory Board can be found on QIAGEN's website, and the current composition fully complies with this profile. Further information on the individual members of the Supervisory Board, such as gender, age, nationality and other positions relevant to the performance of its duties as Supervisor Board member, date of initial appointment and current term of office is set forth in the Corporate Governance and Compensation overview.

QIAGEN has a commitment to developing a diverse leadership team, with a broad range of backgrounds, experience, skills and capabilities. In nominating candidates, QIAGEN is committed to increasing diversity while pursuing individuals to join QIAGEN with a unique blend of scientific and commercial expertise and experience that will contribute to our future business success. Management development programs support the career advancement of leaders regardless of gender and other factors. As a result, a number of women are in key leadership roles around the world, and QIAGEN currently has 28% of management roles held by women. In line with this commitment, the Supervisory Board continues to take diversity into account when proposing members for election or re-election without compromising QIAGEN's commitment to hiring the best individuals for positions without any discrimination. The current governance structure has led to the size of the Managing Board of two members, so achieving a diversity goal as measured solely by a percentage of overall membership is difficult to achieve. At the same time, QIAGEN has significantly increased the diversity of its senior leadership team and will continue to do so in the future.

## Principal topics discussed by the Supervisory Board

As empowered by the Dutch Corporate Governance Code, the Supervisory Board devoted considerable time during 2018 to discussing and assessing QIAGEN's corporate strategy, main risks and opportunities, and an annual assessment by the Managing Board of the design and effectiveness of internal risk management and control systems as well as any significant changes in them. In addition, the Supervisory Board discussed and reviewed the functioning of its committees and individual members, its current composition, competence, succession schedule and desired profile in various meetings and through written surveys.

The Supervisory Board met five times during 2018 with attendance of all Supervisory Board members in all meetings and regular attendance of the members of the Managing Board for certain agenda items. The Supervisory Board also met to review and discuss agenda items in the absence of the Managing Board members, such as performance and strategy as well as to discuss compensation matters. Information about the Supervisory Board members, including positions held on other boards, is included in the Corporate Governance and Compensation overview. All members of the Supervisory Board had adequate time available to give sufficient attention to the concerns of the company. The Supervisory Board further discussed the performance of the Managing Board and concluded that it and the Managing Board were functioning properly.

## Committees of the Supervisory Board

The Supervisory Board has established an Audit Committee (Chair Mr. Lawrence Rosen), a Compensation Committee (Chair Ms. Elizabeth Tallett), a Selection and Appointment Committee (Chair Dr. Björklund), and a Science and Technology Committee (Chair Dr. Metin Colpan) from among its members. The Supervisory Board reserves the right to establish other committees as deemed beneficial, and has approved charters under which each of these committees operates (charters are available on our website at [www.QIAGEN.com](http://www.QIAGEN.com)). The deliberations and findings of the committees were reported by the committee chairs to the Supervisory Board in its meetings on a regular basis. All committee members attended all committee meetings in 2018 physically or by phone. Further detailed information on the composition of the Supervisory Board and its committees, the number of committee meetings held in 2018 and the main topics of discussion, the remuneration of its members, as well as other information on the Supervisory

Board, can be found in the Corporate Governance and Compensation overview, which is an integral part of this Annual Report.

Through its Compensation Committee, the Supervisory Board executed and monitored compliance with the Remuneration Policy approved at the Annual General Meeting held on June 25, 2014. Compensation of Managing Board members consists of a fixed salary and variable components. Variable compensation includes one-time and annual payments linked to business performance (bonuses) as well as long-term incentives, such as share-based compensation, and pension plans. The Remuneration Policy and the various aspects of compensation, including the detailed remuneration of individual Managing Board members, are described in the Remuneration Report, which is available on QIAGEN's website. Information on QIAGEN's activities was communicated by the Managing Board to the Supervisory Board through regular meetings and business reports.

## Corporate governance

All members of the Supervisory Board fulfill the independence criteria as defined by the Dutch Corporate Governance Code. The Supervisory Board follows the principle of increasing shareholder value as the members represent the interests of all stakeholders, including shareholders, and has always pursued the highest standards in Corporate Governance.

QIAGEN is committed to a corporate governance structure that best suits its business and stakeholders, and that complies with relevant rules and regulations. QIAGEN has endorsed since 1997 the recommendations made in the report of the Netherlands Committee on Corporate Governance, which was replaced by the Dutch Corporate Governance Code effective January 1, 2004. The Dutch Code was last amended on December 8, 2016 and is applicable as from January 1, 2017. Our policy is to follow the guidelines of Good Practice of Corporate Governance as described in the Dutch Corporate Governance Code, although some minor deviations may result from the impact of factors such as legal requirements imposed on QIAGEN or industry standards.

QIAGEN's common shares are registered and traded in the U.S. on the New York Stock Exchange as of January 2018 (formerly on the NASDAQ Global Select Market) and in Germany on the Frankfurt Stock Exchange in the Prime Standard segment. Shareholders in Europe and the U.S. hold the majority of common shares. As a result of these listings for its Global Shares, QIAGEN is subject to the rules regarding Corporate Governance set by the NYSE. Additionally, QIAGEN provides detailed disclosure in the Corporate Governance and Compensation overview regarding compliance with the Dutch Corporate Governance Code.

QIAGEN believes all of its operations are carried out in accordance with legal frameworks, including Dutch Corporate Law, U.S. laws and regulations, EU regulations and laws of the German capital market.

## Financial statements and audits

In this Annual Report, the financial statements for 2018 are presented as prepared by the Managing Board, audited by KPMG (Independent Registered Public Accounting Firm). We examined the financial statements, the proposal for the use of the distributable profit, the consolidated financial statements and the management report. We have no objections, thus we concur with the results of the audit, and it has been approved by the Supervisory Board. In closing, the Supervisory Board would like to again thank all QIAGEN employees for the outstanding performance and commitment during 2018.

Venlo, the Netherlands, March 2019

The Supervisory Board:

Dr. Håkan Björklund

Chairman of the Supervisory Board