

# OVERVIEW

## Report of the Supervisory Board

The members of the Supervisory Board wish to thank all QIAGEN employees and members of the Executive Committee for the progress made during 2017 toward achieving QIAGEN's 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.

### Review of 2017 performance

A key role of the Supervisory Board is to monitor the conduct and progress of QIAGEN's business on a regular basis, and this was done during 2017 with detailed written and oral reports from the Managing Directors, members of the Executive Committee and other senior leaders.

The Supervisory Board was pleased with the performance of QIAGEN in 2017, and the results showed further evidence that QIAGEN is moving ahead on a new growth trajectory and addressing the needs of a broad range of customers with its Sample to Insight molecular testing solutions. All customer classes and regions delivered improved results for the year. The growth drivers of QIAGEN's Sample to Insight portfolio all performed well in 2017, led by the QIASymphony automation system setting a new record and reaching more than 2,000 cumulative placements, the QuantiFERON latent TB test delivering 24% growth, and further expansion of the industry-leading Personalized Healthcare portfolio of companion diagnostic partnerships with pharma companies for precision medicine therapies. QIAGEN has set goals for 2018 for accelerating organic growth and for higher adjusted net sales and adjusted earnings per share. QIAGEN looks forward to 2018 as a very exciting year on the path to achieving the mid-term growth targets set for 2020.

### Composition of the Supervisory Board and Managing Board

The composition of the Supervisory Board changed during 2017 with the addition of Dr. Håkan Björklund and it will change in 2018 given my previously announced intention to resign with effect at the Annual General Meeting 2018 after having served on the Board since 2000. I would like to personally express my appreciation to my colleagues in the Supervisory Board and the Managing Board for their highest level of collaboration and professionalism during this time and their commitment to the success of QIAGEN. Following the Annual General Meeting, the Supervisory Board plans to elect Dr. Håkan Björklund as new chairman.

Dr. Björklund brings an extensive international background in the life science industry to QIAGEN, in particular through his current role as Operating Executive at Avista Capital Partners, as well as through previous roles as CEO of the global pharmaceutical company Nycomed, Regional Director at Astra (now AstraZeneca) and President of Astra Draco. In addition to QIAGEN, he currently serves as Chairman of the Board of Directors of Swedish Orpham

Biovitrum AB. Dr. Björklund earlier served as Chairman of the Board of Directors of Lundbeck A/S, and was also a Member of the Board of Directors of several international life science companies, including Alere, Coloplast and Danisco. Dr. Björklund has a Ph.D. in Neuroscience from Karolinska Institutet in Sweden.

All other current members of the Supervisory Board will stand for re-election at this upcoming meeting. All members, with the exception of Dr. Metin Colpan, 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 his in-depth knowledge of the Company and therefore supports the reappointment of Dr. Colpan beyond before stated eight-year term.

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 is set forth in the Corporate Governance and Compensation overview.

QIAGEN has a long-standing commitment to developing a diverse leadership team, including the Managing Board and the Supervisory Board, with a broad range of experience, skills and capabilities. In nominating candidates for these boards, QIAGEN supports the trend toward higher participation of women, and is committed to expanding diversity while pursuing individuals for these boards with a unique blend of scientific and commercial expertise and experience that will contribute to the future success of its business. 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. In line with this long-standing commitment, the Supervisory Board continues to take a diverse leadership team into account when proposing members for election or re-election to its Board without compromising QIAGEN's commitment to hiring the best individuals for positions without any discrimination. The current size of the Managing Board is 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 increased the diversity of its senior leadership team and will continue to do so in the future. The composition of the Managing Board remained unchanged with two members (Chief Executive Officer Peer M. Schatz and Chief Financial Officer Roland Sackers).

## Principal topics discussed by the Supervisory Board

As empowered by the Dutch Corporate Governance Code, the Supervisory Board devoted considerable time during 2017 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 2017 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. Karobath), 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 2017 physically or by phone. Further detailed information on the composition of the Supervisory Board and its committees, the number of committee meetings held in 2017 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. Since 1997, QIAGEN has endorsed 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.

During 2017, QIAGEN was also subject to the rules regarding Corporate Governance set by NASDAQ, where its common shares have been listed since 1996. In January 2018, we transferred the U.S. listing of our global shares to the New York Stock Exchange (NYSE), which provides us with greater visibility within the healthcare sector and opportunity to expand our global shareholder base. As a result, we will further be subject to corporate governance practices followed by U.S. companies under the New York Stock Exchange listing standards. 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.

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 the U.S. and Europe hold the majority of common shares.

## Financial statements and audits

In this Annual Report, the financial statements for 2017 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 their dedication and hard work during 2017.

Venlo, the Netherlands, April 2018

The Supervisory Board:

Dr. Manfred Karobath

Chairman of the Supervisory Board