

QIAGEN N.V.



MANAGING BOARD REMUNERATION POLICY

Approved by the Annual General Meeting
in June 2021

Introduction

Background

The proposed updated Remuneration Policy for the Managing Board as contained in this document is prepared by the Supervisory Board and will be submitted to the Annual General Meeting (AGM) of QIAGEN shareholders on June 29, 2021 for adoption. When adopted, it will come into force the day after the AGM. If this proposed Remuneration Policy will be adopted, the Supervisory Board will again submit a proposal to adopt a remuneration policy to the Company's general meeting of shareholders no later than at the AGM to be held in 2025.

This proposed policy complies with the Dutch law provisions implementing the Shareholders Rights Directive II (EU Directive 2017/828).

It further complies with the best practices in Corporate Governance in the United States and Germany, where QIAGEN shares are listed on the New York Stock Exchange (NYSE) and the Frankfurt Stock Exchange, respectively. The inclusion of perspectives from the U.S. is particularly important given that this country is the domicile of many of our competitors, and for many members of our leadership and senior executives team, and also a country that represents about 40% of our annual sales. Explanation is provided when, by exception, tried and proven remuneration practices of QIAGEN are given precedence.

The Compensation Committee periodically conducts a comprehensive review of market developments and legal requirements in order to assess our policies and implementation. The outcome can result in recommendations to the Supervisory Board to adjust the remuneration in accordance with new developments or legal requirements within the boundaries set by the Remuneration Policy or to propose an amendment to the Remuneration Policy to the Company's general meeting.

The proposed changes to our existing Remuneration Policy, which was adopted at the AGM in 2014, are to comply with the above-mentioned legislation, corporate governance standards as well as to reflect market developments. In preparing this proposed amendment, the Compensation Committee has also considered feedback expressed by shareholders in regular engagements and through of the outcome of the vote at the AGM in June 2020, where the previous proposal to amend the Remuneration Policy did not receive sufficient shareholder support.

New in the 2021 Remuneration Policy

The main proposed adjustments to our current Remuneration Policy can be summarized as follows:

- › A new reference group has been selected to benchmark the compensation level of our Managing Board. The number of companies has been reduced to 18 from 32. This reduced group provides the best comparison and reflects our global competitive position. These companies have been selected based on their market capitalization, direct competition for talent, similar complexity, scope of international activities, presence in similar industries and data transparency.
- › The cash-based Short-Term Incentive (STIs) remains conditional on the achievement of Financial Goals and Team Goals, as well as personal goals that may be used as a performance metric for a Managing Board member. This structure is consistent with the bonus plan used throughout QIAGEN for employees. As in the past, performance will be measured over a one-year period against specified targets, but details on the achievement levels will now be provided in greater details in the subsequent year due to their competitive nature. For Managing Board members, up to 110% of fixed remuneration can be paid out for full achievement of the targets. Overperformance can be rewarded up to a maximum 155% of target, while the payout is zero if no targets are achieved.
- › The share-based Long-Term Incentive (LTIs) will have a more simple and transparent design and be better aligned with stakeholder interests. As in the current policy, QIAGEN will continue to grant Performance Share Units (PSUs) to Managing Board members of up to 300% in fair value of fixed remuneration. The new elements of the LTI plan are:
 - Cliff vesting will take place after a three-year performance period instead of a one-year performance period followed by a lockup until vesting.
 - Performance is measured on two equally weighted financial goals (instead of four goals) that are vital to realizing QIAGEN's strategy: net sales growth as an absolute target in U.S. dollars at constant exchange rates (CER), and profitability measured in adjusted operating income margin (adjusted operating income as a percentage of sales).

- The maximum opportunity in case of overachievement has been raised to two times the target level (instead of 1.2 times) to strengthen the performance-driven character of the plan. Any performance below the minimum threshold levels, which will be disclosed, will result in zero shares awarded at vesting (instead of previously awarding PSUs at a minimum of 80% in case of underperformance).
- › Given to the dynamic business and economic conditions during 2021 due to the COVID-19 pandemic, the Supervisory Board has decided to implement a one-year performance period for 2021 instead of a three-year period. Cliff vesting will occur three years after the grant date in 2021. Starting in 2022, the performance measurement period for the grant in 2022, and for subsequent years, will be on a rolling three-year basis.
- › To further simplify the Policy, the QIAGEN Commitment Plan (offered share grants under strict holding and participation conditions) has been replaced by a straight-forward shareholding requirement. Managing Board members will be required to build up a shareholding equal to five times annual net base salary (after taxes) within four years of their first appointment. This very high level ensures that Managing Board members hold shares beyond a five-year lock-up period. The current Managing Board members already more than comply with this new standard.
- › Stricter severance and change-of-control arrangements are to be put in place for new contracts, in line with market practice and investor guidelines. Legacy contract agreements will be honored.

Proposed Remuneration Policy

Policy principles

Remuneration as a strategic instrument

The Remuneration Policy supports the long-term development and strategy of QIAGEN in a highly dynamic environment and incentivizes maintaining an acceptable risk profile. The Remuneration Policy aims to reflect the input received from various stakeholders. It builds on remuneration principles and practices that have proven to be both fitting and effective for QIAGEN. The Supervisory Board ensures that the Policy and its implementation are linked to our objectives.

More than ever, the ambition for QIAGEN is to stay true to our mission of advancing molecular testing and helping us achieve our vision of making improvements in life possible. QIAGEN is a global leader in providing a differentiated portfolio of products and services used across the continuum from research in Life Sciences to clinical healthcare using novel diagnostics.

Founded in Germany in 1984, QIAGEN has grown by developing new solutions based on consumables kits, related instruments and bioinformatics to meet diverse and rapidly changing customer needs.

QIAGEN's strategy is focused on innovation and sustainable value creation with an emphasis on increasing growth, efficiency, engagement and improving customer experience. To successfully develop and implement this strategy, we need to attract and retain highly trained employees at all levels, including executive management level. U.S. practices have been taken into consideration to set competitive remuneration levels given that a significant number of our leaders, other senior managers, customers, competitors and employees are in this country.

Remuneration principles

QIAGEN strongly believes in competitive remuneration as a precondition to attracting intrinsically motivated top talent throughout all levels of the organization. Furthermore, we believe in pay for performance to provide a shared focus on operational and strategic targets that are rewarded when they are achieved.

A system of corporate, team and individual performance incentives applies to all members of our global workforce. The percentage weighting toward corporate goals, and less for personal goals, shifts as job levels rise. Likewise, the variable portion of pay linked to performance as a share of total direct compensation increases with each job level, in line with greater responsibility and more significant impact on our results.

At the executive level, QIAGEN believes that pay for performance should primarily focus on long-term value creation for shareholders and other stakeholders. Short-term incentives are essential to highlight the operational targets that are a precondition to realizing our strategy, and were increased in 2021 as part of total remuneration for the Managing Board members.

Long-term incentives are considered to have the benefit of only being realized if QIAGEN is successful and also contribute to retention. These incentives represent the most significant element of the total remuneration, and are clearly aligned with our aim for long-term value creation for our shareholders.

The remuneration principles are simple, transparent and provide internal consistency. They help the Supervisory Board and Managing Board to maintain equitable internal pay ratios that support efficient talent recruitment and development and succession planning. The principles are ingrained in our culture, and have proven successful in attracting the global talent QIAGEN needs to successfully develop and implement a sustainable growth strategy.

Remuneration Policy principles

Simple and transparent	Remuneration schemes are clear and practical
Compliant	Remuneration conforms to high governance standards
Aligned	Remuneration is true to our mission, vision and strategy, ensures internal pay consistency
Competitive	Remuneration is competitive and benchmarked to relevant peers
Performance-driven	Major portion of remuneration value is at risk
Long-term focus	Share-based incentives focused on sustainable long-term value creation

Support for Remuneration Policy

As a global company incorporated in the Netherlands, as well as having stock market listings in the U.S. and Germany, QIAGEN intends to fully comply with all applicable legal requirements and governance best practices. We engage on a regular basis with stakeholders on our policies and seek their feedback. Within QIAGEN, the policies for our employees are transparent and meet broad support from teams around the world. Key attributes include linking compensation for all employees to our performance and ensuring strong internal consistency.

The Compensation Committee monitors the developing views on compensation among shareholders and other stakeholders in Europe and the U.S., where QIAGEN seeks to attract and retain a significant share of leaders, senior executives and employees. The level of support in society for the Remuneration Policy is important for the Supervisory Board and has been taken into account in formulating the various elements. Due consideration has also been given to the level of support among the Company's employees, and their pay and employment conditions. Based on feedback received from shareholders and employees, as well as the leading opinions expressed in public debate among stakeholders, the Supervisory Board feels confident that the Remuneration Policy will receive broad support.

Reference group benchmarking

The Remuneration Policy and overall remuneration levels offered to members of the Managing Board are benchmarked regularly against a selected group of reference companies to ensure overall competitiveness. These companies have been selected based on their market capitalization, complexity and scope of international activities, industries in which they are present, talent they compete for and data transparency.

Reference group composition

Europe	United States	
bioMérieux SA	Agilent Technologies, Inc.	IDEXX Laboratories, Inc.
Carl Zeiss Meditec AG	Avantor, Inc.	Illumina, Inc.
DiaSorin S.p.A.	Bio-Rad Laboratories, Inc.	PerkinElmer, Inc.
Eurofins Scientific SE	Bruker Corporation	Waters Corporation
Merck KGaA	Charles River Laboratories International, Inc.	
Sartorius AG	Exact Sciences Corp.	
Tecan Group Ltd.	Hologic, Inc.	

The geographic composition of this reference group with U.S. companies reflects QIAGEN's extensive and growing presence in this country and that the vast majority of our direct competitors are located in this country. The U.S. also is an increasingly important source for leadership, senior management and employees, and this practice has proven successful in the past.

The median remuneration in this group serves as a reference level for total remuneration. The Supervisory Board may, after having obtained the advice of the Compensation Committee, decide to deviate from the median in setting remuneration depending on the experience, track record and specific situation of an individual considered for appointment to the Managing Board.

As part of its periodic review of remuneration practices and with due observance of the principles for composing the reference group composition set out above, the Supervisory Board may adjust the composition of this reference group in view of developments among various companies, such as for mergers or acquisitions.

Managing Board remuneration structure

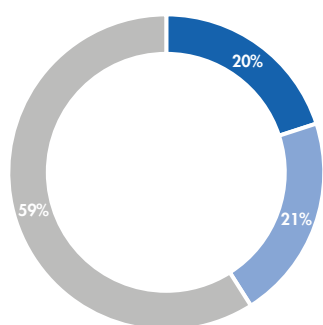
Overview

Remuneration for Managing Board members consists of a combination of base salary, a short-term variable cash incentive (STIs) tied to the achievement of annual Financial Goals and Team Goals and a long-term incentive (LTIs) granted in share units that only vest after multiple years upon the achievement of predefined targets. In addition, Managing Board members can receive deferred compensation contributions and other benefits in line with market practice.

The remuneration package for Managing Board members is designed to have a significant portion of total compensation in variable awards. The value of these awards can differ substantially from year to year depending on actual performance. Within the variable component, the incentives for short-term operational performance have a lower weight than those for long-term incentives, which are aimed at delivering sustainable value creation for shareholders and other stakeholders.

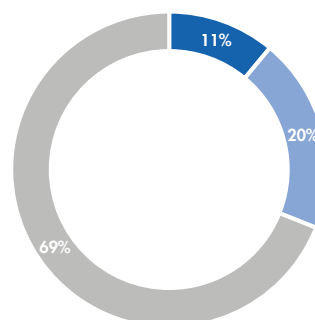
The following tables outline remuneration elements for Managing Board members at target and maximum performance, in particular the relatively low level of base salary and high level of performance-based variable compensation:

Pay mix at target performance



- Base salary
- STIs (Short-term incentives)
- LTIs (Long-term incentives)

Pay mix at maximum performance



- Base salary
- STIs (Short-term incentives)
- LTIs (Long-term incentives)

Fixed remuneration

Base salary

QIAGEN aims to provide members of its Managing Board with a base salary that is consistent with internal pay levels. It is set below the median of the reference group to allow for a larger proportion of long-term incentives to underscore the performance-driven strategy of this Remuneration Policy. Base salary levels are reviewed annually, and any increase is expected to be in line with the general workforce.

Deferred compensation plans and other benefits

Managing Board members participate in deferred compensation, defined contribution and similar plans. A contribution of an amount equal to up to 25% of the amount of base salary can be made to these plans. Customary other benefits may be provided including insurance coverage, company vehicles, and legal and tax assistance, and tax amounts paid by the Company to authorities in order to avoid double-taxation under multi-tax jurisdiction employment agreements or similar benefits.

Variable remuneration

Short-Term Incentive (STIs)

Short-term incentives consist of an annual variable cash bonus award that is based upon the achievement of predetermined annual corporate and team performance goals, that apply to all employees. The company-wide policy additionally provides for incentives on personal goals.

The different sets of goals have their own opportunity:

- › The weighted performance spread for the financial goals is 0% for less than minimum threshold achievement, 100% for full achievement and up to a maximum of 200% in case of overperformance. Financial Goals are set in accordance with the budget for the year, which is reviewed and approved by the Supervisory Board. They are adjusted in case of extraordinary events during the year that could not be foreseen at the time the budget was adopted, such as significant or extraordinary situations. These details will be disclosed in the Remuneration Report regarding the year in which they occurred.
- › Team Goals are a set of annual cross-functional targets aimed at achieving QIAGEN's strategy focused on innovation and sustainable value creation. The metrics for the Team Goals are often based on targets from multi-year plans. In the event of Team Goals with multiple components, the outcome can either be no achievement, partial achievement or full achievement. In the event of single goals, they are either fully met or not met. When all goals are fully met, including the single goals, a performance maximum of 120% of the target level may be paid out.
- › Personal goals for Managing Board members can either be fully tied to the Team Goals or set on an individual basis by the Supervisory Board. In any case, payout is capped at 100% achievement, in line with the policy for all QIAGEN employees.

For Managing Board members, up to 110% of fixed remuneration can be paid out for full achievement of the targets. Overperformance can be rewarded up to a maximum 155%, while the payout is zero if a disclosed minimum threshold is not achieved. The actual target payout level will be set for each new Managing Board member by the Supervisory Board upon appointment and reviewed over time.

The Supervisory Board, upon the recommendation by the Compensation Committee, sets annual targets that are ambitious and quantifiable, along with the minimum and maximum performance levels and the methods to be used to determine whether the targets set are met, for the following metrics.

Financial Goals	Weight	Team Goals	Weight
Net sales	20%	Financial and non-financial targets:	50%
Adj. operating income	20%	› Accelerate organic growth	
Adj. Free Cash Flow	10%	› Deliver efficiency and effectiveness	
		› Enhance growth with inorganic activities	
		› Increase value as employer of choice to attract and retain top talent	
		› Enhance customer experience	
		› Improve EHS (Environment, Health, Safety)	
Total weight at target	50%	Total weight at target	50%

As the actual target levels set each year are considered commercially sensitive, they will be published and accounted for *ex post* in the Remuneration Report regarding the year concerned.

Long-Term Incentive (LTIs)

Managing Board members are granted Long-Term Incentives (LTIs) on an annual basis in the form of Performance Share Units (PSUs). The value of the regular annual long-term incentive awards at the grant date (depreciated due to factors such as risk of forfeiture, the risk of failure to achieve QIAGEN's long-term initiatives, and the length of the vesting terms) is 300% of fixed remuneration.

As part of the conditional grant of PSUs, the Supervisory Board, on recommendation of the Compensation Committee, sets ambitious and quantifiable targets with maximum performance levels for two target categories with equal weight. These categories are sales growth and adjusted operating income margin.

These two targets are key financial metrics that reflect the profitable growth vital to QIAGEN's strategy. In line with the reference companies noted in this Remuneration Policy, QIAGEN reports adjusted results, as well as results on a constant exchange rate (CER) basis and other non-U.S. GAAP figures (generally accepted accounting principles), to provide additional insight into its performance. Details on these results can be found in QIAGEN's reports at www.qiagen.com.

The predefined LTI targets will be published upon grant in the "Outlook" section of the Remuneration Report and will be fully accounted for upon vesting.

Vesting of these PSUs is subject to achievement levels for the two predefined performance targets over a three-year period. If the performance targets are fully met, all granted PSUs will vest. In case of overperformance, up to two times the granted PSUs may vest. No PSUs will vest if the disclosed minimum threshold performance levels are not achieved.

LTI targets	Weight	Grant value (Of fixed remuneration)	Maximum opportunity
Net sales (In \$ million CER)	50%	Up to 150%	2x shares granted
Adjusted operating income margin (% of sales)	50%	Up to 150%	2x shares granted
Total	100%	Up to 300%	2x total shares granted

Given the dynamic business and economic conditions during 2021 due to the COVID-19 pandemic, the Supervisory Board has decided to implement a one-year performance period for 2021 instead of a three-year performance period. For this year, targets for net sales and adjusted operation income will be given in absolute U.S. dollar amounts. Cliff vesting will occur three years after the grant date.

Starting in 2022, the performance measurement period for the grant in 2022, and for subsequent years, will be on a rolling three-year basis.

Shareholding requirement

QIAGEN's remuneration practice has been to grant a large majority of total Remuneration in the form of variable Elements, and the vast majority of this amount in the form of share-based compensation to ensure alignment with the long-term interests of shareholders. This is underpinned by a long-standing requirement to hold a significant amount of shares in QIAGEN. Under the policy, Managing Board members must build up a shareholding equal in value to five times their annual net base salary (after taxes) within four years of their first appointment. This very high level ensures that Managing Board members hold shares beyond a five-year lock-up period.

Fairness test and adjustments

As QIAGEN operates in an industry subject to dynamic trends and intense competition for talent, the Supervisory Board has a duty to review the fairness of variable compensation payouts in view of results. When results as calculated under the Remuneration Policy are not reasonable or considered fair under the prevailing circumstances, the Supervisory Board can use its discretionary authority to adjust payouts upwards or downwards. Any deviations are to be explained in the Remuneration Report for the period concerned.

Contract terms

Term and termination

Members of the Managing Board are appointed on a one-year service contract, which is aligned with the annual appointment of the Managing Board members by the AGM. Upon reappointment, the contract is automatically extended for the same term as outlined in the re-appointment term, and ends by operation of law at the end of the term of appointment.

The contracts of the Managing Board members can be orderly terminated by the Managing Board member at any time with six months' notice and by the Company with three months' notice. In case of dismissal without cause or resignation by mutual agreement, the Supervisory Board may determine a suitable severance payment that will not exceed the annual base salary. Legacy contracts will be honored. The agreements of Managing Board members with QIAGEN affiliates in jurisdictions outside the Netherlands may have different notice or severance conditions.

Change of Control

In the event of a change of control, Managing Board members who choose to resign may receive a payment up to a maximum of one time annual base salary. The vesting of PSU awards for which the performance period is incomplete will be at 100% of all shares conditionally granted. QIAGEN believes this approach is in line with international standards, in particular in the U.S. and Germany. Legacy contracts will be honored.

Clawback provisions

The Supervisory Board has the right to recover variable remuneration from Managing Board members based on its statutory powers in case of a payment based on incorrect information in respect of target performance, material financial restatement or individual gross misconduct. Any value adjustment or clawback is at the discretion of the Supervisory Board. It will be accounted for in the Remuneration Report regarding the year concerned.

Loans

Managing Board members are not eligible for any loans.

Decision-making process

Overview

Under the Shareholders Rights Directive II, a Remuneration Policy for the Managing Board is to be submitted to the AGM for adoption at least once every four years, where it requires at least 75% approval of the votes present. Under approval by the full Supervisory Board, the Policy is prepared by the Compensation Committee and takes into consideration:

- › Feedback received at the AGM and through shareholder engagement and the overall societal consensus.
- › The company's identity, mission, business strategy, as well as long-term interests and sustainability.
- › The pay and employment conditions of employees.

When approved by the AGM, the Remuneration Policy will be published without delay in the Investor Relations section of QIAGEN's website at www.qiagen.com. If a proposal is not approved, the existing Remuneration Policy will continue to apply, and the Supervisory Board shall submit a revised proposal to the next AGM.

Derogation

In the event of exceptional circumstances, the Supervisory Board may at its own discretion, upon recommendation of the Compensation Committee, decide to temporarily derogate from the Remuneration Policy. A derogation for exceptional circumstances covers situations in which it is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability. These can include, but are not limited to, provisions on base salary, variable remuneration and other contractual benefits as set out above to facilitate the recruitment or to secure new Managing Board members.

Upon attracting a member of the Managing Board from outside QIAGEN, the Supervisory Board may at its discretion, in addition to the other remuneration under this Remuneration Policy, offer a one-time compensation for variable remuneration rights lost at the previous employer by accepting the position at QIAGEN. Any such "sign-on bonus" will be accounted for in a summary of the contract to be submitted to the AGM voting on the nomination.