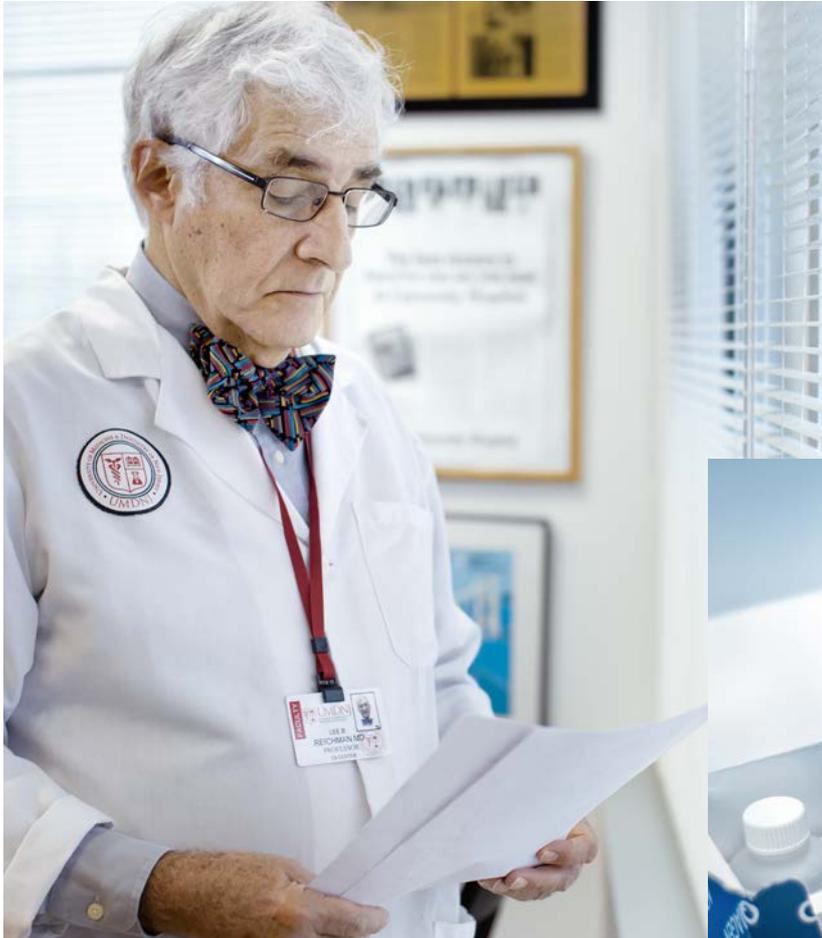


QIAGEN N.V.



## SUPERVISORY BOARD REMUNERATION POLICY

Submitted to Annual General Meeting  
in June 2021

# Introduction

This Remuneration Policy for the Supervisory Board was submitted to the Annual General Meeting (AGM) of shareholders of QIAGEN on June 30, 2020, and approved by 84% of the votes cast at the meeting. This Policy was retroactive to January 1, 2020. It will apply no more than four years and the Supervisory Board will submit a new policy no later than the AGM of 2024.

This Policy complies with the European Directive on shareholder engagement as implemented in the legislation in the Netherlands, where QIAGEN is incorporated. It aims to provide transparency that enables and invites shareholder dialogue. This Policy further complies with the best practices in Corporate Governance in Germany and the United States, where QIAGEN is listed on the Frankfurt Stock Exchange and NYSE, respectively. Explanation will be provided when, by exception, tried and proven remuneration practices are given precedence.

## New in the 2021 Remuneration Policy

This Remuneration Policy describes and codifies our remuneration practices. The shareholders of QIAGEN adopted this Remuneration Policy in compliance to the Dutch implementation of the Shareholder Rights Directive II, which introduced the requirement for the Company to have a remuneration policy in respect of the Supervisory Board.

Additionally, the annual compensation granted to members of certain Supervisory Board committees are proposed to be harmonized, and for this topic to be submitted for shareholder approval at the Annual General Meeting in June 2021. No other changes are currently planned for the compensation elements involving Supervisory Board members.

# Policy principles

## Remuneration as a strategic instrument

This Policy supports the long-term development and strategy of QIAGEN in a highly dynamic environment, while aiming to address the requests of various stakeholders and maintaining an acceptable risk profile.

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 realize our strategy successfully, we need to attract and retain highly qualified members of the Supervisory Board. Relevant experience at the executive level is required to supervise the execution of the strategy and to be a sounding board and advisor to our Managing Board, as well as employer of its members.

## Remuneration principles

QIAGEN strongly believes in competitive remuneration as a precondition to attracting intrinsically motivated top talent throughout all levels of the organization, including the Supervisory Board. We strongly believe in competitive remuneration as a precondition to attracting intrinsically motivated top talent. We focus on achieving a total remuneration level, both short-term and long term, which is comparable with levels provided by other European and United States-based companies. The remuneration level should reflect the responsibility of the and the intensive time commitment of a membership in a Supervisory Board, including the time needed for Committee assignments.

As independence in judgement and position that is required in the supervisory function may not be compromised, we do not grant any variable or performance driven remuneration, that is dependent on the results of the company. We do believe however in remuneration that is partly paid in shares, in addition to fixed annual fees. The grant of a fixed number of Restricted Share Units (RSUs) underlines the long-standing commitment to QIAGEN that is expected of the members of the Supervisory Board and that QIAGEN has experienced to date.

## 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 relevant legal requirements and governance best practices. We engage on a regular basis with shareholders 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.

It is noted that The Dutch Corporate Governance Code states a Supervisory Board member should not be granted equity-based compensation. This is, however, a very common practice for internationally oriented companies. As another example, The German Corporate Governance Code does not prescribe a practice of only providing cash fees as best practice, and even allows for performance-related remuneration of the Supervisory Board, provided it is geared to the long term. This is the case at QIAGEN given the multi-year vesting periods for share-based grants.

Based on feedback received from shareholders and employees, as well as the leading opinions expressed in public debate among stakeholders, the Boards feel confident that this Policy should continue to receive broad support, as it did with about 83% support at the AGM of QIAGEN in June 2020.

## Reference group benchmarking

The Remuneration Policy and overall remuneration levels offered to members of the Supervisory 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, direct competition for talent, similar complexity, scope of international activities, presence in similar industries and data transparency. It is identical to the labor market peer group used in setting remuneration levels for the Managing Board.

The geographic composition of this reference group with U.S. companies reflects QIAGEN's extensive and growing presence in this country, 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.

As part of its periodic review of remuneration practices, the Supervisory Board may adjust the composition of this reference group in view of developments among various companies, such as for mergers or acquisitions.

# Supervisory Board remuneration structure

## Overview

Remuneration for Supervisory Board members consists of a combination of fixed annual fees and a grant of a fixed number of RSUs.

## Fixed annual fees (including proposal at AGM 2021)

Fee payable to the Chair of the Supervisory Board	\$150,000
Fee payable to each member of the Supervisory Board	\$57,500
<b>Additional compensation payable to members holding the following positions:</b>	
Chair of the Audit Committee	\$25,000
Members of the Audit Committee	\$15,000
Chairs of the Compensation & Human Resources Committee, Nomination & ESG Committee, or Science & Technology Committee	\$18,000
Members of the Compensation & Human Resources Committee, Nomination & ESG Committee, or Science & Technology Committee	\$11,000
Chairs of other committees	\$12,000
Members of other committees	\$6,000

Further, the Supervisory Board members are reimbursed for reasonable administration costs and tax consulting costs incurred in connection with the preparation of their tax returns up to an amount of EUR 5,000 per person per year.

At the Annual General Meeting in June 2021, a proposal is planned to be put forward to shareholders to approve an adjustment of compensation for the Chairs and Members of the following three committees: Compensation and Human Resources Committee, the Nomination and ESG Committee, and the Science & Technology Committee. The payment levels have been brought to the same level as the Compensation Committee in the past. No change has been made in other compensation elements since approval of the Supervisory Board remuneration policy at the AGM in June 2020.

## Fixed compensation in RSUs

Supervisory Board members receive annually share-based remuneration in the form of RSUs, which represent rights to receive QIAGEN Shares at future dates if the individual continues to provide service to the Company. The RSUs will be structured so that 40% of each award will vest three years from the grant date and the remaining 60% will vest five years from the grant date.

Supervisory Board members shall each be granted 9,500 RSUs on an annual basis. An overview of the outstanding RSUs is included in QIAGEN's annual Remuneration Report. The number of RSUs subject to each annual grant shall be reduced by 0.25% per each 1% increase in QIAGEN's share price and increased by 0.25% per each 1% decrease in the share price, whereby the share price shall be determined as the average trading price of QIAGEN shares from July 1 through December 31 of each year preceding the grant.

# Service agreements

QIAGEN generally does not enter into written agreements with its Supervisory Board members, nor does it make any arrangements in respect of severance payment. If agreements are to be entered into in the future, such agreements will not be entered into for a term longer than the term of appointment of the Supervisory Board member concerned, which is for one year.

These agreements will not provide for any arrangements in respect of severance payment and can be terminated upon resignation or dismissal of the Supervisory Board member, or with mutual consent of the parties to the agreement, taking into account the relevant provisions of the agreement.

The Supervisory Board members do not participate in corporate benefit plans.

# Decision-making process

## Overview

Under the European Directive (EU) 2017/828, a Remuneration Policy for the Supervisory Board is to be submitted to the AGM 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.
- › The Company's identity, mission, business strategy, as well as long-term interests and sustainability.
- › The 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](http://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 exceptional circumstances only, the General Meeting of QIAGEN may decide to temporarily derogate from the Remuneration Policy. This derogation may concern all aspects of the policy. "Exceptional circumstances" only cover situations in which the derogation from the Remuneration Policy is necessary to serve the long-term interest and sustainability of the Company as a whole or to assure its viability.