QIAGEN NV
Form 20-F
March 26, 2004
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 0-28564

QIAGEN N.V.

(exact name of registrant as specified in its charter)

The Netherlands

(Jurisdiction of incorporation or organization)

Spoorstraat 50

5911 KJ Venlo

The Netherlands

011-31-77-320-8400

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

None

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Title of class:

Common Shares, par value EUR .01 per share

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

The number of outstanding shares of each of the issuer s classes of capital or common stock as of December 31, 2003 was 146,217,518**.**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark which financial statement item the registrant has elected to follow. ¨ Item 17 x Item 18

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Exhibit Index located on sequential page 105.

Unless the context otherwise requires, references herein to the Company or to QIAGEN are to QIAGEN N.V. and its consolidated subsidiaries.

Our name together with our logo is registered as a trademark in The Netherlands, the United States and a number of other countries: QIAGEN®. Other trademarks registered in the United States include, inter alia: QIAexpress®, QIAwell®, QIAEX®, QIAprep®, QIAamp®, QIAquick®, Oligotex®, RNeasy®, BIOROBOT®, ENDOFREE®, R.E.A.L.®, PolyFect®, SuperFect®, DNeasy®, UltraFect®, Catrimox®, TurboFilter®, HotStarTaq®, EFFECTENE®, QIA®, DyeEx®, Omniscript®, Sensiscript®, HiSpeed®, Targetene®, TransMessenger®, MagAttract®, DirectPrep®, InhibitEX®, DoubleTag®, PECURA®, QuantiScript®, UltraSens®, pAlliance®, EverGene®, ProofStart®, FlexiGene®, QuantiTect®, DNAprotect®, LiquiChip®, Masscode® and ROSYS®. Registered trademarks in countries outside of the United States include: QIAexpress, QIAwell, QIABRANE, QIAEX, QIAprep, QIAamp, QIAquick, Oligotex, RNeasy, BIOROBOT, ENDOFREE, R.E.A.L., PolyFect, SuperFect, DNeasy, UltraFect, HotStarTaq, EFFECTENE, QIA, DyeEx, Omniscript, Sensiscript, HiSpeed, Targetene, TransMessenger, MagAttract, DirectPrep, InhibitEX, DoubleTag, PECURA, QuantiScript, UltraSens, ProofTaq, pAlliance, MinElute, EverGene, ProofStart, FlexiGene, QuantiTect, VARISPAN, RNAprotect™, DNAprotect™, LiquiChip™, CryoCell™, LabelStar™, Ready.Set.Oligo!™ and ROSYS. In 2003 seven trademark applications were filed in Germany, Countries of the European Community, Japan and the United States of America for RNAiFect, Easylabel, EasyXpress, AROS, 1-for-silencing, 2-for-silencing and 4-for-silencing.

This Annual Report on Form 20-F may also contain trade names or trademarks of companies other than QIAGEN.

EXCHANGE RATES

QIAGEN publishes its financial statements in U.S. dollars. In this Annual Report on Form 20-F, references to dollars or $ are to U.S. dollars, and references to the euro are to the European Monetary Union euro. Except as otherwise stated herein, all monetary amounts in this Annual Report on Form 20-F have been presented in U.S. dollars.

The exchange rate used for the euro was the noon buying rate of the euro in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Board of New York. This rate at March 18, 2003, was $1.24 per EUR 1.

For information regarding the effects of currency fluctuations on our results, see Item 5 Operating and Financial Review and Prospects.

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PART I

Item 1. Identity of Directors, Senior Management and Advisors

Not applicable

Item 2. Offer Statistics and Expected Timetables

Not applicable

Item 3. Key Information

The selected consolidated financial data below should be read in conjunction with Operating and Financial Review and Prospects and the Consolidated Financial Statements, Notes thereto and other financial information included elsewhere in this Annual Report on Form 20-F. The selected consolidated statements of income data for the years ended December 31, 2003 and 2002 and the consolidated balance sheet data at December 31, 2003 and 2002 are derived from the Consolidated Financial Statements of QIAGEN which have been audited and reported upon by Ernst & Young LLP, independent auditors, and are included herein. The selected consolidated statement of income data for the year ended December 31, 2001 is derived from the Consolidated Financial Statements of QIAGEN which have been audited and reported upon by Arthur Andersen LLP, independent public accountants, and are included herein. The selected consolidated statements of income data presented for the years ended December 31, 2000 and 1999, and the consolidated balance sheet data as of December 31, 2001, 2000 and 1999, is derived from audited consolidated financial statements not included herein.

1. Selected Financial Data (amounts in thousands, except per share data)

The information below should be read in conjunction with the consolidated financial statements (and notes thereto) and Operating and Financial Review and Prospects.

	Year Ended December 31,				
	2003	**2002**	**2001**	**2000**	**1999**
Consolidated Statement of Income Data:					
Net sales	**$ 351,404**	$ 298,607	$ 263,770	$ 216,802	$ 158,155
Cost of sales	**118,786**	96,508	79,673	65,436	45,836
Cost of sales restructuring	**3,618**				

Gross profit	**229,000**	202,099	184,097	151,366	112,319
Operating Expenses:					
Research and development	**31,789**	28,177	26,769	23,372	17,813
Sales and marketing	**83,005**	75,086	64,830	54,931	39,948
General and administrative	**42,269**	42,030	36,022	31,177	26,110
Relocation and restructure costs	**3,048**	10,773			
Acquisition and related costs		1,648	3,000	5,353	
In-process research and development		1,200			5,100
Total operating expenses	**160,111**	158,914	130,621	114,833	88,971
Income from operations	**68,889**	43,185	53,476	36,533	23,348
Other income (expense), net	**(1,634)**	(4,325)	2,847	2,591	1,640
Income before provision for income taxes and minority interest	**67,255**	38,860	56,323	39,124	24,988
Provision for income taxes	**24,405**	15,723	21,896	18,085	10,950
Minority interest (income) expense		(5)	8	36	149
Net income	**$ 42,850**	$ 23,142	$ 34,419	$ 21,003	$ 13,889
Basic net income per common share(1)	**$ 0.29**	$ 0.16	$ 0.24	$ 0.15	$ 0.10
Diluted net income per common share(1)	**$ 0.29**	$ 0.16	$ 0.24	$ 0.14	$ 0.10
Weighted average number of common shares used to compute basic net income per common share	**145,832**	144,795	142,962	142,040	140,317
Weighted average number of common shares used to compute diluted net income per common share	**147,173**	145,787	145,055	145,071	142,186

(1) Computed on the basis described for net income per common share in Note 3 of the Notes to Consolidated Financial Statements .

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	December 31,				
	2003	2002	2001	2000	1999
Consolidated Balance Sheet Data:					
Cash and cash equivalents	**$ 98,993**	$ 44,893	$ 56,460	$ 24,008	$ 12,393
Working capital	**$ 163,583**	$ 111,554	$ 119,448	$ 101,527	$ 57,275
Total assets	**$ 551,930**	$ 454,511	$ 356,968	$ 240,893	$ 154,331
Total long-term liabilities, including current portion	**$ 131,095**	$ 112,331	$ 88,333	$ 29,320	$ 17,930
Total shareholders equity	**$ 334,786**	$ 263,031	$ 212,975	$ 167,356	$ 96,872
Common shares	**$ 1,485**	$ 1,478	$ 1,458	$ 1,450	$ 1,435
Shares outstanding	**146,218**	145,534	143,464	142,548	140,815

2. Risk Factors

This Annual Report and the documents incorporated herein by reference contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the use of forward-looking terminology such as may, will, could, expect, anticipate, estimate, continue or other similar words. Reference is made in particular to t description of our plans and objectives for future operations, assumptions underlying such plans and objectives, and other forward-looking statements. Such statements are based on management s current expectations and are subject to a number of factors and uncertainties which could cause actual results to differ materially from those described in the forward-looking statements. Factors which could cause such results to differ materially from those described in the forward-looking statements include those set forth in the risk factors below. When considering forward-looking statements, you should keep in mind that the risk factors could cause our actual results to differ significantly from those contained in any forward-looking statement.

An inability to manage our growth or the expansion of our operations could adversely affect our business

Our business has grown rapidly, with total net revenues increasing from $158.2 million in 1999 to $351.4 million in 2003. In 2002, we opened our new research and manufacturing facility in Germantown, Maryland and new manufacturing and administration facilities in Germany, upgraded our operating and financial systems and expanded the geographic area of our operations, resulting in the hiring of new employees, as well as increased responsibility for both existing and new management personnel. The rapid expansion of our business and addition of new personnel may place a strain on our management and operational systems. Our future operating results will depend on the ability of our management to continue to implement and improve our research, product development, manufacturing, sales and marketing and customer support programs, enhance our operational and financial control systems, expand, train and manage our employee base, and effectively address new issues related to our growth as they arise. There can be no assurance that we will be able to manage our recent or any future expansion successfully, and any inability to do so could have a material adverse effect on our results of operations.

We may not achieve the anticipated benefits of acquisitions of technologies and businesses

During the past several years we have acquired a number of companies, through which we have gained access to technologies and products that complement our internally developed product lines. In the future, we may acquire additional technologies, products or businesses to expand our existing and planned business.. Acquisitions would expose us to the risks associated with the:

assimilation of new technologies, operations, sites and personnel;

diversion of resources from our existing business and technologies;

inability to generate revenues to offset associated acquisition costs;

inability to maintain uniform standards, controls, and procedures;

inability to maintain relationships with employees and customers as a result of any integration of new management personnel;

issuance of dilutive equity securities;

incurrence or assumption of debt;

additional expenses associated with future amortization or impairment of acquired intangible assets or potential businesses; or

assumption of liabilities or exposure to claims against acquired entities.

Our failure to address the above risks successfully in the future may prevent us from achieving the anticipated benefits from any acquisition in a reasonable time frame, or at all.

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Our continued growth is dependent on the development and success of new products

The market for certain of our products and services is only about fifteen years old. Rapid technological change and frequent new product introductions are typical in this market. Our future success will depend in part on continuous, timely development and introduction of new products that address evolving market requirements. We believe successful new product introductions provide a significant competitive advantage because customers make an investment of time in selecting and learning to use a new product, and are reluctant to switch thereafter. To the extent that we fail to introduce new and innovative products, we may lose market share to our competitors, which will be difficult or impossible to regain. An inability, for technological or other reasons, to develop successfully and introduce new products could reduce our growth rate or otherwise damage our business. In the past, we have experienced, and are likely to experience in the future, delays in the development and introduction of products. We cannot assure you that we will keep pace with the rapid rate of change in life sciences research, or that our new products will adequately meet the requirements of the marketplace or achieve market acceptance. Some of the factors affecting market acceptance of new products include:

availability, quality and price relative to competitive products;

the timing of introduction of the product relative to competitive products;

scientists opinions of the products utility;

citation of the product in published research; and

general trends in life sciences research.

The expenses or losses associated with unsuccessful product development activities or lack of market acceptance of our new products could materially adversely affect our business, financial condition and results of operations.

Our operating results may vary significantly from period to period

Our operating results may vary significantly from quarter to quarter and from year to year, depending on factors such as the level and timing of our customers research and commercialization efforts, timing of our customers funding, the timing of our research and development and sales and marketing expenses, the introduction of new products by us or our competitors, competitive conditions, exchange rate fluctuations and general economic conditions. Our expense levels are based in part on our expectations as to future revenues. Consequently, revenues or profits may vary significantly from quarter to quarter or from year to year, and revenues and profits in any interim period will not necessarily be indicative of results in subsequent periods.

We depend on patents and proprietary rights that may fail to protect our business

Our success will depend to a large extent on our ability to develop proprietary products and technologies and to establish and protect our patent and trademark rights in these products and technologies. As of December 31, 2003, we owned 50 issued patents in the United States, 39 issued patents in Germany and 243 issued patents in other major industrialized countries. In addition, at December 31, 2003, we had approximately 230 pending patent applications and we intend to file applications for additional patents as our products and technologies are developed. However, the patent positions of technology-based companies, including QIAGEN, involve complex legal and factual questions and may be uncertain, and the laws governing the scope of patent coverage and the periods of enforceability of patent protection are subject to change. In addition, patent applications in the United States are maintained in secrecy until patents issue, and publication of discoveries in the scientific or patent literature tend to lag behind actual discoveries by several months. Therefore, no assurance can be given that patents will issue from any patent applications owned by or licensed to us or, if patents do issue, that the claims allowed will be sufficiently broad to protect our technology. In addition, no assurance can be given that any issued patents owned by or licensed to us will not be challenged, invalidated or circumvented, or that the rights granted thereunder will provide competitive advantages to us.

The biotechnology industry has been characterized by extensive litigation regarding patents and other intellectual property rights. We are aware that patents have been applied for and/or issued to third parties claiming technologies for the separation and purification of nucleic acids that are closely related to those we use. From time to time we receive inquiries requesting confirmation that we do not infringe patents of third parties. We endeavor to follow developments in this field, and we do not believe that our technologies or products infringe any proprietary rights of third parties. However, there can be no assurance that third parties will not challenge our activities and, if so challenged, that we will prevail. In addition, the patent and proprietary rights of

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others could require us to alter our products or processes, pay licensing fees or cease certain activities, and there can be no assurance that we will be able to license any technologies that we may require on acceptable terms. In addition, litigation, including proceedings that may be declared by the U.S. Patent and Trademark Office or the International Trade Commission, may be necessary for us to respond to any assertions of infringement, enforce our patent rights and/or determine the scope and validity of our proprietary rights or those of third parties. Litigation could involve substantial cost to us, and there can be no assurance that we would prevail in any such proceedings.

Certain of our products incorporate patents and technologies that are licensed from third parties. These licenses impose various commercialization, sublicensing and other obligations on us. Our failure to comply with these requirements could result in the conversion of the applicable license from being exclusive to non-exclusive in nature or, in some cases, termination of the license.

We also rely on trade secrets and proprietary know-how, which we seek to protect through confidentiality agreements with our employees and consultants. There can be no assurance that any confidentiality agreements between us and our employees, consultants, outside scientific collaborators and sponsored researchers and other advisors will provide meaningful protection for our trade secrets or adequate remedies in the event of unauthorized use or disclosure of such information. There also can be no assurance that our trade secrets will not otherwise become known or be independently developed by competitors.

We currently engage in, and may continue to engage in, collaborations with academic researchers and institutions. There can be no assurance that under the terms of such collaborations, third parties will not acquire rights in certain inventions developed during the course of the performance of such collaborations.

Exchange rate fluctuations may adversely affect our business

Since we currently market our products in over 42 countries throughout the world, a significant portion of our business is conducted in currencies other than the U.S. dollar, our reporting currency. As a result, fluctuations in value relative to the U.S. dollar of the currencies in which we conduct our business have caused and will continue to cause foreign currency transaction gains and losses. Foreign currency transaction gains and losses arising from normal business operations are charged against earnings in the period when incurred. We hedge a portion of the anticipated cash flow that we expect to exchange into other currencies, subject to our short-term financing needs. Due to the number of currencies involved, the variability of currency exposures and the potential volatility of currency exchange rates, we cannot predict the effects of exchange rate fluctuations upon future operating results. While we engage in foreign exchange hedging transactions to manage our foreign currency exposure, there can be no assurance that our hedging strategy will adequately protect our operating results from the effects of future exchange rate fluctuations.

Our ability to accurately forecast our results during each quarter may be negatively impacted by the fact that a substantial percentage of our sales may be recorded in the final weeks or days of the quarter.

The markets we serve are characterized by a high percentage of purchase orders being received in the final few weeks or even days of each quarter. Although this varies from quarter to quarter, many customers make a large portion of their purchase decisions late in each fiscal quarter, as both their budgets and requirements for the coming quarter become clearer. As a result, even late in each fiscal quarter, we cannot predict with any certainty whether our revenue forecasts for the quarter will be achieved. Historically, we have been able to rely on the overall pattern of customer purchase orders during prior periods to project with reasonable accuracy our anticipated sales for the current or coming quarters. However, if our customers purchases during a quarter vary from historical patterns, our final quarterly results could deviate significantly from our projections. Consequently, our revenue forecasts for any given quarter may prove not to have been accurate. We may not have enough

information as a result of such patterns to confirm or revise our sales projections during a quarter. If we fail to achieve our forecasted revenues for a particular quarter, our stock price could be adversely affected.

Competition in the Life Sciences market could reduce sales

Our primary competition stems from traditional separation and purification methods that utilize widely available reagents and other chemicals. The success of our business depends in part on the continued conversion of current users of such traditional methods to our nucleic acid separation and purification technologies and products. There can be no assurance, however, as to how quickly such conversion will occur.

We also experience, and expect to continue to experience, increasing competition in various segments of our nucleic acid-based separation business from companies providing nucleic acid-based separation products in kit

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form. The markets for certain of our products are very competitive and price sensitive. Other life science research product suppliers have significant financial, operational, sales and marketing resources, and experience in research and development. These and other companies may have developed or could in the future develop new technologies that compete with our products or even render our products obsolete. If a competitor develops superior technology or cost-effective alternatives to our kits and other products, our business, operating results, and financial condition could be materially adversely affected.

The market for our oligonucleotide products is particularly subject to specific competitive risks. This market is highly price competitive. Our competitors have competed in the past by lowering prices on certain products, and they may do so in the future. In certain cases, we may respond by lowering our prices, which would reduce revenues and profits. Conversely, failure to anticipate and respond to price competition may hurt our market share. We believe that customers in the nucleic acid purification market display a significant amount of loyalty to their initial supplier of a particular product. Therefore, it may be difficult to generate sales to customers who have purchased products from competitors. To the extent we are unable to be the first to develop and supply new products, our competitive position will suffer.

Reduction in research and development budgets and government funding may result in reduced sales

Our customers include researchers at pharmaceutical and biotechnology companies, academic institutions and government and private laboratories. Fluctuations in the research and development budgets of these researchers and their organizations for applications in which our products are used could have a significant effect on the demand for our products. Research and development budgets fluctuate due to changes in available resources, mergers of pharmaceutical and biotechnology companies, spending priorities and institutional budgetary policies. Our business could be seriously damaged by any significant decrease in life sciences research and development expenditures by pharmaceutical and biotechnology companies, academic institutions or government and private laboratories.

In recent years, the pharmaceutical industry has undergone substantial restructuring and consolidation. Additional mergers or corporate consolidations in the pharmaceutical industry could cause us to lose existing customers and potential future customers, which could have a material adverse effect on our business, financial condition and results of operations.

A significant portion of our sales have been to researchers, universities, government laboratories and private foundations whose funding is dependent upon grants from government agencies such as the U.S. National Institutes of Health (NIH) and similar domestic and international agencies. Although the level of research funding has increased during the past several years, we cannot assure you that this trend will continue. Government funding of research and development is subject to the political process, which is inherently fluid and unpredictable. The predictability of our revenues may be adversely affected if our customers delay purchases as a result of uncertainties surrounding the approval of government or industrial budget proposals. Also, government proposals to reduce or eliminate budgetary deficits have sometimes included reduced allocations to the NIH and other government agencies that fund research and development activities. A reduction in government funding for the NIH or other government research agencies could seriously damage our business.

We heavily rely on air cargo carriers and other overnight logistics services

Our customers within the scientific research markets typically do not keep a significant inventory of QIAGEN products and consequently require overnight delivery of purchases. As such, we heavily rely on air cargo carriers such as Airborne Express, FedEx and UPS. If overnight services are suspended or delayed and other delivery carriers cannot provide satisfactory services, customers may suspend a significant amount of work requiring nucleic acid purification. If there are no adequate delivery alternatives available, sales levels could be negatively affected.

We rely on collaborative commercial relationships to develop some of our products

Our long-term business strategy has included entering into strategic alliances and marketing and distribution arrangements with corporate partners relating to the development, commercialization, marketing and distribution of certain of our existing and potential products. There can be no assurance that we will continue to be able to negotiate such collaborative arrangements on acceptable terms, or that any such relationships will be scientifically or commercially successful. In addition, there can be no assurance that we will be able to maintain such relationships or that our collaborative partners will not pursue or develop competing products or technologies, either on their own or in collaboration with others.

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Doing business internationally creates certain risks for our business

Our business involves operations in several countries outside of the United States. Our current consumable and manufacturing facilities are located in Germany, our instrumentation facility is located in Switzerland, and we have synthetic DNA production businesses in Japan and Germany. We also have established sales subsidiaries in Japan, the United Kingdom, France, Switzerland, Australia, Canada, Austria and Italy. In addition, our products are sold through independent distributors serving more than 40 other countries. We began production of certain of our consumable products in the United States at our new facility in Germantown, Maryland in the second quarter of 2002. We operate U.S. facilities in Alameda, California (synthetic DNA production) and Valencia, California (sales). We also operate a research and development facility in Oslo, Norway.

Conducting and launching operations on an international scale requires close coordination of activities across multiple jurisdictions and time zones and consumes significant management resources. We have invested heavily in computerized information systems in order to manage more efficiently the widely dispersed components of our operations. We use SAP as our business information system to integrate our North American and European subsidiaries. We have made significant investments in and increased utilization of our SAP system with the opening of our state-of-the-art production and distribution facility in Germantown, Maryland (QIAGEN Sciences, Inc.) and by integrating Xeragon, Inc. and the GenoVision group, which were acquired in 2002. We also integrated systems with third party contract manufacturers via SAP and implemented a module to improve field service operations for our Instruments products. In 2003 we implemented a comprehensive web and security infrastructure including redundant web servers and firewalls to enable internal website hosting. In July 2003 we unveiled our redesigned website with improved navigation and online product ordering. The online ordering system is available in all countries in which we conduct business except Japan and Italy, which we intend to add in 2004. Our new online ordering system is integrated with our SAP systems which reduces manual interaction for customers. It is also possible to design and order custom products, e.g. QuantiTect Assays, online. We are currently expanding the online order system to include our siRNA Oligos. We expect this enhancement to go live in the second quarter of 2004.

Our operations are also subject to other risks inherent in international business activities, such as general economic conditions in the countries in which we operate, overlap of different tax structures, unexpected changes in regulatory requirements, compliance with a variety of foreign laws and regulations, and longer accounts receivable payment cycles in certain countries. Other risks associated with international operations include import and export licensing requirements, trade restrictions, exchange controls and changes in tariff and freight rates. As a result of the above conditions, an inability to successfully manage our international operations could have a material adverse impact on our operations.

Our success depends on the continued employment of our key personnel, any of whom we may lose at any time

Effective January 1, 2004 we restructured our management and formed an Executive Committee comprised of QIAGEN s most senior executives responsible for core functions, Dr. Metin Colpan, our former Chief Executive Officer, has transitioned his role to Senior Technology Advisor and has also joined our Supervisory Board. Mr. Peer Schatz, our former Chief Financial Officer, has taken the role of our Chief Executive Officer and Chairman of the Executive Committee. The loss of Mr. Schatz or any of our Executive Committee members could have a material adverse effect on us. Further, although we have not experienced any difficulties attracting or retaining key management and scientific staff, our ability to recruit and retain qualified skilled personnel will also be critical to our success. Due to the intense competition for experienced scientists from numerous pharmaceutical and biotechnology companies and academic and other research institutions, there can be no assurance that we will be able to attract and retain such personnel on acceptable terms. Our planned activities will also require additional personnel, including management, with expertise in areas such as manufacturing and marketing, and the development of such expertise by existing management personnel. The inability to recruit such personnel or develop such expertise could have a material adverse impact on our operations.

Our business may require substantial additional capital, which we may not be able to obtain on commercially reasonable terms, if at all

Our future capital requirements and level of expenses will depend upon numerous factors, including the costs associated with:

- our marketing, sales and customer support efforts;
- our research and development activities;

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the expansion of our facilities;

the consummation of possible future acquisitions of technologies, products or businesses;

the demand for our products and services; and

the refinancing of debt.

We currently anticipate that our short-term capital requirements will be satisfied by the results of operations. However, we have outstanding loan facilities at December 31, 2003 of approximately $108.4 million, $99.5 million of which will become due in July 2005. To the extent that our existing resources are insufficient to fund our activities, we may need to raise funds through public or private debt or equity financings. No assurance can be given that such additional funds will be available or, if available, can be obtained on terms acceptable to us. If adequate funds are not available, we may have to reduce expenditures for research and development, production or marketing, which could have a material adverse effect on our business. To the extent that additional capital is raised through the sale of equity or convertible securities, the issuance of such securities could result in dilution to our shareholders.

Changing government regulations may adversely impact our business

QIAGEN and our customers operate in a highly regulated environment characterized by continuous changes in the governing regulatory framework. Genetic research activities as well as products commonly referred to as genetically engineered , such as certain food and therapeutic products, are subject to governmental regulation in most developed countries, especially in the major markets for pharmaceutical and diagnostic products (i.e., the European Union, the United States, and Japan). In the recent past, several highly publicized scientific successes (most notably in the areas of genomic research and cloning) have stirred a public debate in which ethical, philosophical and religious arguments have been raised against an unlimited expansion of genetic research and the use of products developed thereby. As a result of this debate, some key countries might increase the existing regulatory barriers; this, in turn, could adversely affect the demand for our products and prevent us from fulfilling our growth expectations. Furthermore, there can be no assurance that any future changes of applicable regulations will not require further expenditures or an alteration, suspension or liquidation of our operations in certain areas, or even in their entirety.

Additionally, we are subject to various laws and regulations generally applicable to businesses in the different jurisdictions in which we operate, including laws and regulations applicable to the handling and disposal of hazardous substances. We do not expect compliance with such laws to have a material effect on our capital expenditures, earnings or competitive position. Although we believe that our procedures for handling and disposing of hazardous materials comply with the standards prescribed by applicable regulations, the risk of accidental contamination or injury from these materials cannot be completely eliminated. In the event of such an accident, we could be held liable for any damages that result, and any such liability could have a material adverse effect on us.

Sales volumes of certain of our products in development may be dependent on commercial sales by our customers of diagnostic and pharmaceutical products, which will require pre-clinical studies and clinical trials. Such trials will be subject to extensive regulation by governmental authorities in the United States and other countries and could impact customer demand for our products.

Sales volumes of certain of our products in development may be dependent on commercial sales by our customers of diagnostic and pharmaceutical products, which will require pre-clinical studies and clinical trials. Such trials may be subject to extensive regulation by

governmental authorities in the United States and other countries and could impact customer demand for our products.

Since the European Union Directive 98/79/EC on in vitro diagnostic medical devices went into effect on December 7, 2003, all products and kits which are used for in vitro diagnostic applications and which are sold after this date have to be compliant with this European directive. In addition to high risk products such as HIV testing systems (list A) or blood glucose testing systems (list B), nucleic acid purification products which are used in diagnostic workflows are affected by this new regulatory framework.

The major goals of this CE directive are to standardize the diagnostic procedures within the European Union, to increase reliability of diagnostic analysis and to enhance patients´ safety through the highest level of product safety. These goals are expected to be achieved by the enactment of a large number of mandatory regulations for product development, production, quality control and life cycle surveillance.

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Risk of price controls is a threat to our profitability

The ability of many of our customers to successfully market their products depends in part on the extent to which reimbursement for the costs of these products is available from governmental health administrations, private health insurers and other organizations. Governmental and other third party payers are increasingly seeking to contain health care costs and to reduce the price of medical products and services. Therefore, the biotechnology, diagnostics and pharmaceutical industries are exposed to the potential risk of price controls by these entities. If there are not adequate reimbursement levels, the commercial success of our customers and, hence, of QIAGEN itself, could be adversely affected.

Our business exposes us to potential liability

The marketing and sale of nucleic acid-based products and services for certain applications entail a potential risk of product liability, and there can be no assurance that product liability claims will not be brought against us. Further, there can be no assurance that our products will not be included in unethical, illegal or inappropriate research or applications, which may in turn put us at risk of litigation. We currently carry product liability insurance coverage, which is limited in scope and amount, but which we believe is currently appropriate for our purposes. There can be no assurance, however, that we will be able to maintain such insurance at reasonable cost and on reasonable terms, or that such insurance will be adequate to protect us against any or all potential claims or losses.

Provisions of our Articles of Association and Dutch law may make it difficult to replace or remove management and may inhibit or delay a takeover

Our Articles of Association provide that our shareholders may only suspend or dismiss our managing and supervisory directors against their wishes with a vote of two-thirds of the votes cast representing more than 50 percent of the outstanding shares. They also provide that if the members of our Supervisory Board and our Management Board have been nominated by the Supervisory Board and Managing Board, shareholders may only overrule this nomination with a vote of two-thirds of the votes cast representing more than 50 percent of the outstanding shares. Certain other provisions of our Articles of Association allow us, under certain circumstances, to prevent a third party from obtaining a majority of the voting control of our shares by issuing preference shares. Pursuant to these provisions (and pursuant to the resolution adopted by our general meeting on June 11, 2003), our Supervisory Board is authorized to issue preference shares if (i) a person has (directly or indirectly) acquired or has expressed a desire to acquire, more than 20 percent of the issued capital of QIAGEN, or (ii) a person holding at least a ten percent interest in our Company has been designated as a hostile person by our Supervisory Board. If the Supervisory Board opposes an intended take-over and authorizes the issuance of preference shares, the bidder may withdraw its bid or enter into negotiations with the Managing Board and/or Supervisory Board and agree on a higher bid price for our shares.

Our holding company structure makes us dependent on the operations of our subsidiaries

We were incorporated under Dutch law as a public limited liability company and we are organized as a holding company. Currently, our material assets are the outstanding shares of our subsidiaries. We, therefore, are dependent upon payments, dividends and distributions from our subsidiaries for funds to pay our operating and other expenses and to pay future cash dividends or distributions, if any, to holders of the common shares. The lending arrangement entered into by QIAGEN GmbH with a group of banks led by Deutsche Bank in 2001, limits the amount of distributions that can be made to QIAGEN N.V. during the period the borrowings are outstanding. Dividends or distributions by subsidiaries to us in a currency other than the U.S. dollar may result in a loss upon a subsequent conversion or disposition of such foreign currency, including a subsequent conversion into U.S. dollars.

Our common shares may have a volatile public trading price

The market price of the common shares since our initial public offering in June 1996 has increased significantly and been highly volatile. In the past two fiscal years, our stock price has ranged from a high of $20.81 to a low of $4.51 on the NASDAQ, and a high of EUR 23.45 to a low of EUR 4.46 on the Neuer Markt. In addition to overall stock market fluctuations, factors which may have a significant impact on the market price of the common shares include:

announcements of technological innovations or the introduction of new products by us or our competitors;

developments in our relationships with collaborative partners;

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quarterly variations in our operating results;

changes in government regulations or patent laws;

developments in patent or other proprietary rights;

developments in government spending for life sciences related research; and

general market conditions relating to the pharmaceutical and biotechnology industries.

The stock market has from time to time experienced extreme price and trading volume fluctuations that have particularly affected the market for technology-based companies and that have not necessarily been related to the operating performance of such companies. These broad market fluctuations may adversely affect the market price of our common shares.

Holders of our common shares will not receive dividend income

We have not paid cash dividends since our inception and do not anticipate paying any cash dividends on our common shares for the foreseeable future. Although we do not anticipate paying any cash dividends, any cash dividends paid in a currency other than the U.S. dollar will be subject to the risk of foreign currency transaction losses. Investors should not invest in our common shares if they are seeking dividend income; the only return that may be realized through investing in our common shares is through the appreciation in value of such shares.

Shareholders who are United States residents could be subject to unfavorable tax treatment

QIAGEN may be classified as a passive foreign investment company (PFIC) for U.S. federal income tax purposes if certain tests are met. Our treatment as a PFIC could result in a reduction in the after-tax return to the holders of common shares and would likely cause a reduction in the value of such shares. If QIAGEN were determined to be a PFIC for U.S. federal income tax purposes, highly complex rules would apply to our U.S. shareholders. QIAGEN would be considered a PFIC with respect to a U.S. shareholder if for any taxable year in which the U.S. shareholder held the common shares, either (i) 75% or more of our gross income for the taxable year is passive income; or (ii) the average value of our assets (during the taxable year) which produce or are held for the production of passive income is at least 50% of the average value of all assets for such year. Based on our current income, assets and activities, we do not believe that we are currently a PFIC. No assurances can be made, however, that the IRS will not challenge this position or that we will not subsequently become a PFIC.

Future sales of our common shares could adversely affect our stock price

Future sales of substantial amounts of our common shares in the public market, or the perception that such sales may occur, could adversely affect the market price of the common shares. As of December 31, 2003, we had outstanding 146,217,518 common shares plus 13,356,000 additional shares subject to outstanding stock options, of which 6,791,673 were exercisable at December 31, 2003. A total of 23,968,000 common shares are reserved for issuances under our stock option plan, including those shares subject to outstanding stock options. All of our

outstanding common shares are freely saleable except shares held by our affiliates, which are subject to certain limitations on resale.

United States civil liabilities may not be enforceable against us

We are incorporated under the laws of The Netherlands and substantial portions of our assets are located outside of the United States. In addition, certain members of our Managing and Supervisory Boards, our officers and certain experts named herein reside outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon us or such other persons, or to enforce outside the U.S. judgments obtained against such persons in U.S. courts, in any action, including actions predicated upon the civil liability provisions of U.S. securities laws. In addition, it may be difficult for investors to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon the U.S. securities laws. There is no treaty between the United States and The Netherlands for the mutual recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the federal securities laws, would not be directly enforceable in The Netherlands. However, if the party in whose favor such final judgment is rendered brings a new suit in a competent court in The Netherlands, such party may submit to the Dutch court the final judgment which has been rendered in the United States. If the Dutch court finds that the jurisdiction of the federal or state court in the

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United States has been based on grounds which are internationally acceptable and that proper legal procedures have been observed, the Dutch court will, in principle, give binding effect to the final judgment which has been rendered in the United States unless such judgment contravenes Dutch principles of public policy. Based on the foregoing, there can be no assurance that U.S. investors will be able to enforce against us, members of our Managing or Supervisory Boards, officers or certain experts named herein who are residents of The Netherlands or countries other than the United States any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the federal securities laws. In addition, there is doubt as to whether a Dutch court would impose civil liability on us, the members of our Managing or Supervisory Boards, our officers or certain experts named herein in an original action predicated solely upon the federal securities laws of the United States brought in a court of competent jurisdiction in The Netherlands against us or such members, officers or experts, respectively.

Item 4. Information on the Company

History of the Company

QIAGEN N.V., was incorporated on April 29, 1996 as a public limited liability company (naamloze vennnootschap) under Dutch law as a holding company for our wholly owned subsidiaries, and have our legal seat in Venlo, The Netherlands. Our principal executive office is located at Spoorstraat 50, 5911 KJ Venlo, The Netherlands, and its telephone number is +31 77 320 8400. Parties within the United States may also Contact QIAGEN, Inc. in Valencia, California at 800-426-8157 to obtain information. As a holding company, we conduct our business through our subsidiaries located throughout Europe, Japan, Australia, Canada and the United States.

Recently we announced the relocation of our North American marketing and sales operations from Valencia, California to Germantown, Maryland in order to utilize the capacity of our North American Headquarters. Additionally, we announced our decision to refocus resources dedicated to certain products related the our microarray business and accordingly discontinue certain products. Relocation and restructuring costs consisted of a charge of $3.6 million included in cost of sales related to the discontinued products and a charge of $1.5 million primarily related to relocation and the write-off of investments.

On October 7, 2003 we announced that we sold the assets of our acquired and developed Pecura business to Merial Limited, one of the world s leading animal health companies. While we believe that the assets have significant potential as veterinary therapeutics, they are not core to our strategic direction and were therefore not actively being pursued. The technology portfolio of the Pecura division includes the veterinary rights to a novel class of drugs that are based on immunstimulatory cytosine-phosphodiester-guanine (CpG) dinucleotides, presented in synthetic oligodeoxynucleotides, which are believed to have promising potential in veterinary applications for livestock and companion animals. Pecura has an exclusive license from Coley Pharmaceutical Group, Inc. for the use of CpG oligonucleotides in animals. As part of the agreement, we have retained certain rights to the technologies applicable for research tools.

During 2002 we substantially completed three new facilities. The manufacturing facilities at our research and manufacturing subsidiary, QIAGEN Sciences, Inc., located in Germantown, Maryland, were completed and manufacturing activities began during the second quarter of 2002. The cost to complete the manufacturing facility was $57.5 million and the project was financed with intercompany loans and long-term debt. Construction at QIAGEN Sciences of a siRNA/RNA research and development lab and production space, as well as additional office space, was completed in the first quarter of 2003 at a cost of approximately $3.9 million. Construction on two new facilities in Germany (a production building and an administrative building) commenced in October 2000 and was completed in 2003. The total cost to complete these facilities was approximately EUR 55.4 million (approximately $69.8 million), and was financed with long-term bank loans. During 2001, we obtained two new loan facilities allowing borrowings of $43.5 million and EUR 50.0 million.

In December 2002 we closed the QIAGEN Genomics facility located in Bothell, Washington and relocated certain activities to our recently opened facilities in Germantown, Maryland and Hilden, Germany. The Bothell site, which was located near Seattle, was originally a facility of Rapigene Inc. which we acquired in December 1999. After the acquisition, the Bothell site focused on providing genotyping services based on the Masscode technology as well as related services. Subsequent to the facility closure, the Masscode intellectual property continues to serve as an important technology base for tagging nucleic acids and proteins. We will also shift our focus from selling the benefits of this technology as a service to supporting our technology access partners who provide such services in the United States and Japan with the products and accessories necessary to ensure ongoing functionality of their SNP genotyping systems. As a result of the closure and related re-focusing of this business, we recorded a one-time charge of approximately $10.8 million consisting primarily of severance and

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other costs of $2.7 million, and non-cash write-offs of facilities and equipment and other assets of $4.7 million and non-cash write-off of intangible assets, including developed technology and goodwill, of $3.2 million.

In June 2002 we acquired GenoVision A.S. and subsidiaries, a Norwegian company focused on the development of reagents and solutions using proprietary magnetic bead technologies for certain nucleic acid diagnostic markets, such as the HLA market. Subject to the terms of the agreement, we paid $14.3 million in cash and issued 930,426 shares of our common stock in exchange for all of the outstanding stock of GenoVision. In addition, we agreed to pay an earn out of up to $3 million based on GenoVision s performance in the twelve months following the acquisition. The earn out was paid in August 2003 by issuing 308,421 additional shares of our common stock (valued at approximately $2.9 million) and paying related expenses of approximately $118,000. These amounts are reflected as an increase to goodwill. We believe that this acquisition provides us with unique, automated solutions for the purification of nucleic acids based on GenoVision s proprietary magnetic particle technology. GenoVision, subsequently renamed QIAGEN A.S., has two wholly owned subsidiaries: GenoVision VertriebsgesmbH, located in Austria, and GenoVision Inc., located in Philadelphia, Pennsylvania. In addition, the company owns a 60 percent share in Particle Solutions A.S., located in Norway.

In April 2002 we acquired Xeragon, Inc. of Huntsville, Alabama. In connection with this acquisition, we issued 561,123 of our common shares to the shareholders of Xeragon in exchange for all of the outstanding capital stock of Xeragon. We structured this acquisition to qualify as a tax-free reorganization. Established in 2001, Xeragon is a market and technology leader for products and services focusing on synthetic nucleic acids, particularly siRNA. Since siRNA products are used in combination with RNA stabilization and purification products, we believe that Xeragon s products will be highly synergistic with our own and will enable us to extend significantly our presence into markets working with siRNA.

Business Overview

We believe, based on the nature of our products and technologies and on our United States and European market shares as supported by independent market studies, that we are the world s leading provider of innovative enabling technologies and products for the separation and purification of nucleic acids. Since 1986, we have developed and marketed a broad range of proprietary products for the academic and industrial research market. The increased understanding of nucleic acid structure and function combined with the development of technologies such as Polymerase Chain Reaction (PCR), in which DNA base sequences are amplified in order to aid research and development of genetic structures, have resulted in a rapid expansion in the potential uses of nucleic acids beyond the research market into developing commercial markets. These include (1) genomics, (2) nucleic acid-based molecular diagnostics which seek to aid the diagnosis or monitoring of or predisposition for disease, and (3) genetic vaccination and gene therapy which seek to prevent and treat diseases by using nucleic acids themselves as vaccines and drugs. We believe that by targeting our enabling nucleic acid separation and purification technologies to numerous participants in each of these developing commercial markets, we will optimize and diversify our opportunities for growth. We have experienced significant growth in the past, and since January 1, 2001, we have had compound annual growth through December 31, 2003 of approximately 15% in net sales and 12% in net income, after acquisition, in-process research and development and relocation and restructure costs.

Our objective is to expand our leadership position by employing the following strategies: (1) to expand our leadership in the research market and to leverage such leadership to diversify our opportunities for future growth into an array of developing commercial markets, (2) to maintain and further expand technology leadership by investing significant resources in research and development and through strategic acquisitions, (3) to provide a comprehensive portfolio of products for specific nucleic acid handling, separation and purification applications, (4) to increase the utility of our consumable products in certain market segments by providing automation product lines, and (5) to emphasize customer contacts and service.

1. Industry Background

Nucleic acids are the fundamental regulatory molecules of life. They take two basic forms, DNA and RNA, that contain and convey the instructions that govern all cellular activities, including protein manufacture and cell reproduction. DNA and RNA consist of linear strands of nucleotide bases, the sequences of which constitute the genetic information in the cell. The unique genetic blueprint for all living organisms, from bacteria to humans, is encoded in the DNA, which is organized into functional units called genes. In order for a cell to read the genetic blueprint, the information encoded in the DNA must first be copied to RNA, which is then used as the template for protein production. The resulting proteins carry out cellular functions. Any defect or mutation in the sequence of nucleotide bases in the DNA or RNA can disrupt cell or protein function and lead to disease.

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Over the past 20 years, a major focus of basic molecular biology research has been to develop a better understanding of the fundamental role of nucleic acids in regulating life at the cellular level. In the 1980 s, the biotechnology and pharmaceutical industries used the results of this research to develop therapeutic recombinant proteins such as insulin, interferon, and human growth hormone. Major advances continue to be made in the development of technologies to isolate specific nucleic acids, identify their sequences and structures, and determine their functions. Basic molecular biology research is currently conducted in more than 40,000 academic and commercial laboratories worldwide. An example of a major international initiative in this area is the Human Genome Project with an estimated cost of more than $3 billion. This project, the first phase of which was completed in 2000, involves several hundred academic, governmental, and industrial research laboratories all working to determine the sequence of the approximately 3 billion nucleotide bases which comprise the human genome, in order to identify the functional genes in the human body. The focus of life science research is now shifting to describing the functions and molecular interactions of DNA and RNA, including of the genes identified by sequencing the human genome. The increased understanding of nucleic acid structure and function, coupled with the expanding use of innovative technologies such as PCR, has created significant potential for the use of nucleic acids in a broad array of therapeutic and diagnostic applications.

These new potential applications have resulted in emerging commercial markets for nucleic acid-based technologies and products, including: (1) DNA sequencing and gene-based drug development (genomics), (2) nucleic acid-based molecular diagnostics, and (3) genetic vaccination and gene therapy. *DNA sequencing* determines the specific order of nucleotide bases and is used to identify and understand the regulation and function of genes and their relationship to diseases such as obesity and type II diabetes. This understanding facilitates *gene-based drug development*, a more targeted development of drugs that may have the ability to affect the regulation and function of the genes themselves. *Nucleic acid-based molecular diagnostics* represent a new generation of technologies for the detection of genetic, infectious or other diseases based on their profiles in and impact on nucleic acids. Targeting the unique nucleic acid sequence of disease-causing agents offers significantly greater specificity and sensitivity than current immunoassay approaches. Commercial development in this area has increased with the development of amplification technologies such as PCR, which exponentially increase the quantity of the target nucleic acid sequence, enhancing detection. *Genetic vaccination and gene therapy* are applications under development which may eventually lead to the prevention and treatment of diseases by using nucleic acids themselves as vaccines and drugs. In genetic vaccination, diseases such as hepatitis, AIDS, and influenza may be combated using a nucleic acid sequence as the vaccine, instead of using a recombinant protein or an inactivated infectious agent. Medical researchers believe that through gene therapy, diseases such as cancer, diabetes, asthma or coronary artery disease may eventually be cured by replacing disease-causing genes with genes containing the correct DNA sequences.

Molecular biology research and its related developing commercial markets all require pure nucleic acids. These are essential for the reliability and reproducibility of molecular biology experiments in both academic and industrial research laboratories, for the accuracy of results in nucleic acid-based molecular diagnostics, and for the safety of nucleic acid-based vaccines and drugs for human use. Nucleic acids are fragile molecules, which must be rapidly isolated from other cellular components in order to maintain their structural integrity and biological activity, making their separation and purification a complex and sensitive process. Current separation and purification methods can be divided into three basic steps: (1) cell lysis, in which cells are broken open to release the nucleic acids, (2) clearing of the lysate, which involves the removal of insoluble cellular debris from the soluble nucleic acids, and (3) purification, which involves the separation of the target nucleic acids from other soluble contaminants.

There are several traditional methods to perform each of these three steps. Cell lysis can be achieved either mechanically or with chemicals, followed by clearing of the lysate, usually by centrifugation. Purification of the nucleic acids can be performed using various methods, either individually or in combination, depending on the downstream application. The traditional purification methods are phenol extraction, cesium chloride density gradient centrifugation, and precipitation. Of these, *phenol extraction* is the most commonly used. Although this method uses inexpensive materials, it is time consuming and labor intensive, requires considerable technical skill, uses hazardous reagents which are increasingly expensive to dispose of, and produces only medium-purity nucleic acids. *Cesium chloride density gradient centrifugation* is used to prepare large amounts of highly pure DNA. However, this method requires two time consuming rounds of separation (24 48 hours in total) in expensive ultracentrifugation equipment, demands substantial technical skill, and involves the use of hazardous reagents. *Precipitation* is often used to separate nucleic acids from proteins and other contaminants by centrifugation, using chemicals that render either the nucleic acids or the contaminants insoluble. This procedure is fast, inexpensive, and suitable for high-throughput processing, but provides very crude separation and therefore limited purity.

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Each of these traditional methods, whether used alone or in combination, has significant limitations. High purity can only be achieved by using hazardous reagents and expensive equipment, while safer and more convenient methods suitable for high-throughput processing typically result in reduced purity.

2. Technical Overview of QIAGEN

Nucleic Acid Separation and Purification Technologies

We have developed a core set of technologies to provide a comprehensive approach to nucleic acid separation and purification. These technologies can be used alone or in combination to achieve the best solution for a given application. In particular, our proprietary technologies for solid-phase anion-exchange purification and selective adsorption to silica particles or membranes significantly enhance nucleic acid purification, the most difficult, critical, and labor intensive step in nucleic acid isolation. We believe that our technologies represent substantial advances in the speed, reliability, and ease of use of nucleic acid separation and purification procedures and the purity and yield of the resulting nucleic acids.

Solid-Phase Anion-Exchange Technology. Our patented anion-exchange technology was specifically developed for nucleic acid purification. This technology involves selective binding of nucleic acids to a macroporous silica particle coated with a very high density of positively charged anion-exchange groups. Nucleic acids bind tightly to this surface, which allows contaminating substances to be efficiently washed away. After washing, the binding is selectively reversed to release different classes of ultrapure DNA or RNA. We believe that our anion-exchange technology is widely viewed as state-of-the-art for obtaining ultrapure nucleic acids. Our anion-exchange technology also offers the additional benefits of convenience, speed, reproducibility, and high yield. Techniques that require the use of ultrapure nucleic acids include transfection, microinjection, and gene therapy research. Our anion-exchange technology is employed in a number of our products, including QIAGEN® Plasmid Kits, QIAfilter® Plasmid Kits, EndoFree Plasmid Kits, and QIAwell® Plasmid Kits. (See QIAGEN Products below for specific product discussions.)

We also developed a new anion-exchange resin, QIAGEN Anion-Exchange Resin HS, with a higher binding capacity for nucleic acids. This development in conjunction with a new tip design, the QIAprecipitator™ unit, which allows recovery of DNA without centrifugation, and the QIAfilter unit (see Filtration below) allows a significantly faster purification procedure. These technologies are used in HiSpeed® Plasmid Kits. We believe that these kits provide the fastest procedure currently available for isolation of large amounts of ultrapure DNA.

Selective Adsorption to Silica Particles or Membranes. Our proprietary silica-gel technology is based on the ability to selectively and efficiently adsorb specific types of nucleic acids to silica-gel particles or membranes in order to separate them from contaminating substances. This technology is particularly suitable for use in molecular biology applications where price, speed, and throughput are more important than ultrapurity, such as DNA minipreparations and DNA cleanup for screening, cloning, and PCR. We employ this technology in a number of our products, including QIAprep®, QIAwell; QIAamp®, QIAquick®, MinElute, QIAEX®, DNeasy®, and RNeasy® Kits. We have also developed silica-coated magnetic beads and new cell lysis chemistries to allow streamlined automated purification of nucleic acids using silica-based technology. This technology is employed in MagAttract® 96 Miniprep Kits and is particularly useful for high-throughput genomics and screening. In October of 1997, Organon Teknika, B.V. granted us a world-wide, non-exclusive license to develop, manufacture, and market products for nucleic acid purification under its Boom patents (U.S. 5,234,809, and corresponding patents or applications). The license allows us to sell products including technologies under these patents in all markets and for all applications, with no field-of-use limitations. We believe that the Boom patent portfolio covers a simple, rapid, and flexible nucleic acid purification technology which in combination with silica-based and other of our proprietary technologies can create a highly efficient and automatable package for a range of nucleic acid purification applications for research, genomics, and molecular diagnostic purposes.

Cationic Detergent Technology. Cationic detergents stabilize samples, increasing the reliability and potential of nucleic acid-based molecular diagnostics, particularly assays based on RNA, which is highly unstable. Cationic detergent technology also enables efficient purification of nucleic acids and is ideal for a clinical environment since it is non-hazardous. We have acquired issued and pending patents for a novel cationic detergent technology which performs two important functions in DNA and RNA isolation. When added to plasma, blood, or other clinical specimens, it causes cells, viruses, and bacteria to break open and then forms insoluble complexes with the released DNA and RNA. These DNA and RNA complexes are protected from degradation and can be safely transported or stored. The DNA and RNA are easily recovered from these complexes and immediately ready for use in diagnostic and other applications.

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Filtration. We have introduced proprietary rapid filtration technology for clearing of the lysate in a single step process that takes just five minutes. The filtered cell lysate containing nucleic acids can then be immediately purified using our anion-exchange or silica-gel membrane technologies. Our filtration technology replaces the time-consuming centrifugation process, which is difficult to automate and does not allow high-throughput sample processing. We employ filtration technology in our QIAfilter, TurboFilter®, and R.E.A.L.® products, which substantially increase productivity in DNA sequencing and nucleic acid-based molecular diagnostics where high-throughput nucleic acid purification is required, as well as in large-scale production of nucleic acids for genetic vaccination and gene therapy. The R.E.A.L. product line was expanded in 2001 with the introduction of a kit that allows automated purification of plasmid DNA in a 384-well format for very high-throughput requirements. Filtration technology is also used in some protein purification products. In October 2001, Pall Corporation, a leader in filtration technologies, and QIAGEN announced an agreement to jointly develop next generation nucleic acid separation and purification products for certain applications in the life science market. The jointly developed products are exclusively marketed by QIAGEN.

Magnetic Particle Technologies. Magnetic particle-based products uniquely combine requirements in the rapidly growing genomics, proteomics and cellomics markets. Certain forms of cell separation and protein separation required in cellomics and proteomics are closely linked with nucleic acid purification, in both research and clinical applications. Therefore, products which link the technologies will offer significant advantages for users in these markets, who will benefit all the more because the products will be optimized to share the same QIAGEN BioRobot® automation platforms. We see magnetic particles as being applicable to certain segments of nucleic acid purification and they are therefore already one of many technologies in the broad portfolio of our nucleic acid purification products. In 2002, we expanded our portfolio of magnetic particle-based products with the acquisition of GenoVision A.S., subsequently renamed QIAGEN A.S. a successful provider of both robotic workstations and magnetic particle technologies for automated nucleic acid purification.

Hybrid Capture on Polystyrene Latex Beads. We have obtained a worldwide (except for Japan) exclusive license for a patented technology for hybrid capture on polystyrene latex beads. Hybrid capture allows isolation of specific nucleic acid sequences directly from a crude biological sample containing a variety of nucleic acids and other contaminants by hybridization to a complementary sequence attached to an insoluble particle. Hybrid capture on polystyrene latex beads is an innovative system which, in comparison to traditional hybrid capture on cellulose, increases both the speed and efficiency of purification of specific nucleic acid sequences. The most typical application for hybrid capture is the isolation of mRNA. We apply this technology in our Oligotex® Kits.

Endotoxin Removal. We have developed a proprietary system that incorporates effective endotoxin removal into the purification process. Endotoxins are produced in bacteria and often appear in trace amounts in purified nucleic acids, since they are not effectively removed by most nucleic acid purification systems. Although low-level endotoxin contamination has little or no effect on most molecular biology procedures, even trace amounts can induce toxic reactions in humans. Therefore, nucleic acids for human use must be endotoxin-free. Our selective endotoxin removal technology uses a special reagent system in conjunction with our anion-exchange resin and reduces endotoxin contamination of nucleic acids to a level well below the maximum level allowed by the FDA for use in genetic vaccination and gene therapy. We use this technology in our EndoFree Plasmid Kits and our contract non-cGMP and cGMP DNA production services.

RNA Stabilization. We acquired and developed a technology portfolio covering the use of certain cationic detergents for the stabilization and purification of nucleic acids from certain samples. We also acquired a non-exclusive license from Ambion, Inc. for RNA*later*™ technology, which allows stabilization of RNA in animal tissues for reliable gene-expression and gene-profiling analysis. These technologies are used in a product range RNeasy Protect Kits that was launched in 2000. Another product line, RNeasy Protect Bacteria Kits, was released in 2001. RNA stabilization technology is also used in the PAXgene Blood RNA System from PreAnalytiX, a joint venture between BD and QIAGEN that provides integrated and standardized systems for the collection and stabilization of clinical samples together with efficient methods for nucleic acid isolation. The PAXgene Blood RNA System, which is the first PreAnalytiX product line, was launched in 2001. Stabilization of RNA within biological samples is especially important for the molecular diagnostics market and also used in the molecular biology research market.

Other Technologies

PCR Amplification and Reverse Transcription. We have obtained an exclusive license for the use of a novel reagent for the optimization of PCR amplification, and have developed a proprietary PCR buffer that

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increases the robustness of the amplification process and makes it less sensitive to variable factors and contaminants. We acquired a non-exclusive license to sell reagents for PCR to the research market in November 1995. PCR amplification is one of the most widely used techniques in molecular biology research, and is an important technology for the development of the nucleic acid-based molecular diagnostics market. We employ our PCR enhancement technologies in our *Taq* DNA Polymerase, HotStarTaq® DNA Polymerase, and Q-solution products. We also offer ProofStart DNA Polymerase for high-fidelity PCR, an application in which highly accurate DNA amplification is required. In 2002, we launched the QIAGEN Multiplex PCR Kit, for fast and efficient multiplex PCR, and the QIAGEN A-addition Kit, for efficient modification of blunt-ended PCR products. To address the needs of researchers transcribing RNA into DNA for PCR analysis, we have developed two recombinant enzymes, Omniscript and Sensiscript® Reverse Transcriptases, from a new source. We also introduced the QIAGEN OneStep RT-PCR Kit which combines the reverse transcriptase and HotStarTaq DNA Polymerase enzymes with a novel patent-pending buffer system to provide a complete RT-PCR system. Real-time PCR, a relatively new PCR-based technique that allows quantification of target DNA or RNA species, is becoming more and more widely used in both molecular biology research and clinical diagnostics. To address this rapidly expanding market, in 2001 we launched the first products in an important new line, the QuantiTect SYBR® Green PCR and RT-PCR Kit. These kits incorporate HotStarTaq DNA Polymerase, a specifically designed buffer, and in the RT-PCR kit an optimized blend of Omniscript and Sensiscript RT, and can be used with any real-time PCR cycler for accurate quantification of DNA, cDNA, and RNA targets. In 2002, the QuantiTect line was expanded with the launch of the QuantiTect Probe PCR and RT-PCR Kits, for highly specific and sensitive quantitative PCR and RT-PCR using sequence-specific probes.

Transfection. We have obtained exclusive licenses for several patented technologies for high-efficiency transfection of DNA and RNA into cultured eukaryotic cells. Transfection is the process by which foreign nucleic acids are transferred into living cells. The efficiency of the transfection process is heavily dependent upon the purity of the nucleic acid, the nature of the cells, and the type of transfection reagent used, and poor transfection efficiencies can result in weeks of wasted time. The novel activated dendrimer technology licensed to us is employed in our PolyFect® and SuperFect® Transfection Reagents. Our other two transfection reagents, Effectene® and TransMessenger Transfection Reagents, are based on a novel lipid formulation technology licensed exclusively to us. PolyFect, SuperFect, and Effectene Reagents are designed for transfection of different types of cells with DNA, while TransMessenger Reagent, launched in 2001, is the first reagent specifically developed for transfection of cells with RNA. All reagents provide increased transfection efficiency in many cell types compared to traditional transfection methods and decrease the amount of cell death during the transfection process. With these two transfection technologies, we believe we address the needs of researchers transfecting a wide range of cell types with either DNA or RNA.

Protein Purification. We have obtained an exclusive license for a patented affinity purification system for recombinant proteins, which allows rapid one-step purification of proteins labeled with a specific affinity tag. Our proprietary *metal chelate affinity chromatography system* uses a patented high affinity chelating ligand (the NTA ligand), which provides highly efficient purification and detection of specific recombinant proteins carrying a 6xHis affinity tag. These tagged recombinant proteins can be produced using our proprietary expression vectors in bacterial or other expression systems. We believe that the high affinity of our NTA ligand provides significant advantages over other metal chelate systems in terms of purity, speed and convenience. We have developed additional NTA metal chelate affinity systems for color-based detection of 6xHis-tagged recombinant proteins, and for directional immobilization of antigens onto solid surfaces for screening purposes. We employ this technology in our line of QIA*express*® products. In 2001, we expanded our expression (see DNA Cloning , below) and detection systems for tagged recombinant proteins, and introduced a new system for efficient removal of the tag for certain applications. This new system, the TAGzyme System, employs technology obtained from an exclusive license.

The affinity-chromatography based PhosphoProtein Purification System enables a complete separation of biologically active phosphorylated and unphosphorylated protein fractions from cell lysates. This complete separation significantly reduces sample complexity in proteomics and cell signaling studies. PhosphoProtein Antibodies provide highly specific immunodetection of phosphoserine and phosphothreonine residues in blotting procedures.

DNA cloning. We have obtained a license for UA cloning technology, which allows insertion of a PCR product into a plasmid DNA vector for subsequent experiments. DNA cloning is a widely used, routine technique in molecular biology. UA cloning technology offers advantages over other DNA cloning technologies, such as a faster procedure, and is used in the plasmid DNA vectors supplied in the QIA*express* UA Cloning Kit and QIAGEN PCR Cloning Kits. We have also obtained a license for highly competent bacterial cells, which are

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used as part of the cloning procedure. These cells are provided with QIAGEN PCR Cloning*plus* Kits to further address the needs of researchers performing such experiments. We have additionally obtained a license for, and further developed, a DNA vector that allows expression of proteins in *E. coli*, insect, and mammalian cells, the three most popular systems for protein expression.

Synthetic DNA and RNA. Through the acquisition of California-based Operon Technologies, Inc. in June, 2000, we acquired a technology platform for massive parallel, high-throughput DNA synthesis, which offers significant advantages for primer and probe synthesis as well as longmer synthetic nucleic acids of up to 100 bases that can be used for construction of synthetic DNA genes, full-length genes, or enhanced DNA microarray tools. Based on a better binding affinity, QIAGEN Operon s high-throughput synthesis technology platform allows the manufacture of synthetic nucleic acids at unparalleled speed, cost, and quality. A second production site in Germany commenced operations in 2001. The acquisition of Xeragon Inc. in April 2002 added to QIAGEN Operon s leadership position in synthetic nucleic acid products. Xeragon holds leading market and technology positions for products and services focusing on synthetic RNA and small interfering RNA (siRNA) in particular. siRNA molecules are double stranded RNA, approximately 21 25 nucleotides in length, which function as key molecules in triggering sequence specific mRNA degradation, leading to the posttranscriptional silencing of a target gene. siRNA technology is considered one of the most powerful tools to unravel function of genes and can be used in a variety of applications such as high throughput target validation and gene therapy. The significance of this new technology is creating a high degree of excitement throughout the scientific community. It addresses one of the most dynamic areas of today s functional genomics market. The ability to down-regulate the expression of genes in mammalian cells simply, effectively, and specifically holds enormous scientific, commercial, and therapeutic potential. In October 2002, we launched the Cancer siRNA Oligo Set, the first set of disease-specific siRNAs for the life sciences market.

3. QIAGEN s Products

We offer over 300 products, which include a broad range of consumables as well as instruments and services, for a variety of applications in the separation, purification, and subsequent use of nucleic acids. These products enable our customers to efficiently pursue their research and commercial goals that require the use of nucleic acids. Major applications for our consumable products are plasmid DNA purification; RNA stabilization and purification; nucleic acid transfection; genomic and viral nucleic acid purification (principally for PCR); PCR amplification; reverse transcription; DNA cleanup after PCR and sequencing; and DNA cloning. We offer most of these products in kit form to maximize customer convenience and reduce user error. These kits contain our proprietary disposable separation and purification devices and/or other proprietary technologies, all necessary reagents and buffers, and a technical handbook that includes a detailed protocol and background information. Each kit includes devices and reagents for a number of preparations ranging from one to one thousand. Each kit is covered by our quality guarantee. Our BioRobot Systems perform automated nucleic acid preparation and reaction set-up, allowing customers to perform reliable high-throughput nucleic acid sample preparation and other laboratory tasks. We also offer custom services, including DNA oligo synthesis, siRNA synthesis, DNA sequencing, and non-cGMP and cGMP DNA production on a contract basis. In addition, we offer specialized products for protein expression, purification, detection, and analysis, as well as for immunization for production of antibodies. These products complement our nucleic acid separation and purification technologies and products.

Consumable Nucleic Acid Separation and Purification Products

We offer a wide range of consumable nucleic acid separation and purification products based on our platform of proprietary technologies. These are targeted to a number of nucleic acid purification applications and markets as described below.

Plasmid DNA Purification. Plasmid DNA purification is the most common and basic technique in molecular biology, encompassing a wide range of quality, throughput, and pricing requirements. Plasmid DNA is a small circular piece of bacterial DNA capable of moving from one cell to another. This property, together with an ability to acquire new pieces of genetic information (recombination), makes plasmid DNA a basic tool for cloning, sequencing, transfection, and many other molecular biology applications.

We offer a wide range of products for plasmid DNA purification, each tailored to the needs of a specific application. For convenient, large-scale preparation of ultrapure plasmid DNA, we offer our QIAfilter, and EndoFree Plasmid Kits, which are based on our proprietary anion-exchange, filtration, and endotoxin removal technologies. In 2000, we introduced the first HiSpeed Plasmid Kit, which has a newly developed anion-exchange resin and tip design as well as QIAfilter technology for clearing cell lysates and new QIAprecipitator

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technology for recovering DNA without the need for centrifugation, making the purification procedure significantly faster. The QIAGEN Large Construct Kit is designed for isolation of BAC, PAC and cosmid DNA and allows purification free of genomic DNA due to an integrated Exonuclease step. Kits for purification of ultrapure plasmid DNA are used in the molecular biology research, DNA sequencing, and genetic vaccination and gene therapy research markets, and range in price from $163 to $1,480 per kit. We believe that future applications for these products will be large-scale plasmid purification for the commercial genetic vaccination research and gene therapy research markets.

We offer a comprehensive range of products for plasmid DNA minipreps (purification of small amounts of DNA). QIAwell Plasmid Kits, based on our anion-exchange and filtration technologies, are available in 8-well and 96-well formats for high-throughput minipreps of ultrapure plasmid DNA for transfection, and other sensitive molecular biology applications. QIAprep Miniprep Kits, based on our proprietary silica-gel membrane and filtration technologies, are available in single column, 8-well, and 96-well formats for low- to high-throughput minipreps of high-purity plasmid DNA for standard molecular biology applications such as high-quality sequencing, cloning, and PCR. DirectPrep 96 Plasmid Miniprep Kits launched in November 2003 are specifically designed for cost-effective manual or fully automated high-throughput sequencing applications. R.E.A.L. Prep 96 and *micro*R.E.A.L.™ Prep 384 Plasmid Kits use our filtration technology for very high-throughput screening and DNA sequencing projects. The MagAttract 96 Miniprep System, released in 2001 and based on our proprietary silica-, cell lysis-, and magnetic bead technologies, allows fully automated, high-throughput plasmid DNA purification for high-throughput genomics and screening applications. Our miniprep products range in price from $65 to $4,155 per kit. We believe that applications for these products will expand with the development of molecular biology research, DNA sequencing, and genomics markets.

Genomic and Viral Nucleic Acid Purification. Reliable clinical diagnostics and genetic analysis require reproducible preparation of genomic and viral nucleic acids as the templates for the PCR amplification process that frequently precedes a diagnostic procedure. For purification of these nucleic acids from starting materials such as blood, tissue, body fluids, and stool, we offer a comprehensive range of QIAamp Kits, which use our silica-gel membrane technology and proprietary cell lysis procedures. These products are available in both single column and 96-well formats and are used in the molecular biology and molecular diagnostic research markets. They range in price from $43 to $2,839 per kit. In addition the QIAamp UltraSens Virus Kit had been introduced for concentration and isolation of viral DNA and RNA from serum and plasma and the QIAamp DNA Micro Kit for purification of genomic DNA from very small amounts of starting material and forensic samples. EZ 1 Blood and Tissue Kits for automated purification of high-quality genomic DNA from 1-6 samples and MagAttract 48 and 96 Blood and Tissue Kits for automated purification from up to 48 or up to 96 samples have been introduced in 2003.

In addition, two new systems were launched for this market in 2002. One of these is the PAXgene DNA System from PreAnalytiX, a joint venture between Beckton, Dickinson and Company and QIAGEN. The PAXgene DNA System is an integrated and standardized system for collection and stabilization of whole blood samples and isolation of their genomic DNA. The other is the FlexiGene DNA System, which provides a rapid method for purification of DNA from variable volumes of whole blood, buffy coat, and cultured cells in a convenient single-tube format. We believe that future applications of these products for PCR template purification will expand significantly with the commercialization of the nucleic acid-based molecular diagnostics market and will include gene-based drug development.

For genomic DNA isolation from animal and plant cells, tissue, or yeast or bacteria we offer both single-spin column based DNeasy Spin and DNeasy 96 in 96-well format. The MagAttract 96 DNA Plant Kit has been launched in 2003 as an economic solution for manual or automated high-throughput isolation of DNA from plants.

RNA Stabilization and Purification. RNA purification requires rapid and efficient removal of contaminants that can destroy fragile RNA molecules. For rapid RNA purification, we offer the RNeasy product line, which uses its silica-gel membrane technology in both single column and 96-well formats. For specific purification of mRNA, we offer Oligotex Kits based on our proprietary technology for hybrid capture on polystyrene latex beads. These products are used in the molecular biology and molecular diagnostic research markets and range in prices from $56 to $2,715 per kit.

In 2000 we introduced the first in a series of planned products that allow stabilization of RNA within biological samples, which is especially important for the molecular diagnostics market. RNA becomes extremely unstable once a biological sample is harvested, as expression of some genes is induced by the collection (leading

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to more RNA for those genes) and other RNA species become degraded after collection. Immediate stabilization of the RNA and preservation of the RNA expression pattern is therefore a prerequisite for accurate gene-expression analysis. RNeasy Protect Kits, launched in 2000, combine RNeasy and RNA*later* technologies. The latter technology, for which we acquired a non-exclusive license from Ambion, Inc., allows stabilization of RNA in animal tissues for reliable gene-expression and gene-profiling analysis. RNA*later* RNA Stabilization Reagent is also available as a separate product for sample stabilization, and can be used in conjunction with all RNA purification kits available. In 2001, we introduced a product line that allows stabilization of RNA in bacterial cells RNeasy Protect Bacteria Kits. These products are used in the molecular biology and molecular diagnostic research markets and range in price from $56 to $1,029 per kit. In 2002, we introduced the Rneasy 96 BioRobot 8000 Kit, which combines proven Rneasy silica-gel-membrane technology with walkaway automation on the BioRobot 8000. In 2003 we completed the RNeasy product range by introducing RNeasy Fibrous Tissue Kits for RNA isolation from fiber-rich tissues and RNeasy Lipid Tissue Kits for purification from fatty tissues, as well as RNeasy Micro Kit for realiable RNA isolation from very small amounts of starting material, e.g. from micro-dissected tissues and RNeasy MinElute Cleanup Kits for RNA cleanup and concentration with small elution volumes. In 2003 additionally a variety of magnetic-bead based RNA isolation kits have been launched for use on our BioRobot M systems. PreAnalytiX, a joint venture between BD and QIAGEN that provides integrated and standardized systems for the collection and stabilization of clinical samples together with efficient methods for nucleic acid isolation, released its first product line in 2001 the PAXgene Blood RNA System. Blood samples are collected in PAXgene Blood RNA Tubes, in which they can be stored or transported at room temperature without RNA degradation or gene induction, and RNA is isolated from the sample using a standardized procedure. This system is particularly relevant to the pharmaceutical industry and the clinical research market, and kits are priced between $160 and $2,295. We believe that applications for our RNA stabilization and purification products will expand significantly as the molecular diagnostics market adopts nucleic acid-based testing.

DNA Cleanup. DNA cleanup products are used to remove reagents and contaminants, such as primers, nucleotides, and enzymes, from DNA fragments amplified by PCR or modified by other enzymatic reactions before they are used in cloning, sequencing, microarray analysis, or other downstream applications. We offer a range of QIAquick and QIAEX Kits in single column, 8-well, and 96-well formats for specific cleanup applications. In 2000, we launched a new range of cleanup kits, MinElute Kits, which use a new spin-column design, which we developed, to allow elution of DNA fragments in a much lower volume than previously possible. MinElute, QIAquick, and QIAEX Kits are based on our silica-gel technology and are used in the molecular biology research, DNA sequencing, and molecular diagnostic research markets. These kits range in price from $79 to $2,200 per kit. We also offer DyeEx Kits available in single column and 96-well formats for cleanup of sequencing samples prior to analysis. These kits are used in the molecular biology research and DNA sequencing markets, and range in price from $119 to $1,450 per kit. In 2002, we launched the LabelStar Array System, for efficient labeling and cleanup of cDNA before array hybridization. The optimized reaction conditions in this system result in high signal intensity, low background, and the identification of more true positives at low expression levels. We believe that applications for our DNA cleanup products will expand as the microarray, DNA sequencing and molecular diagnostics markets continue to develop.

Consumable Enzymes and Reagents

PCR and RT Enzymes and Reagents. PCR and reverse transcription (RT), and RT-PCR have become widely used tools for amplification of nucleic acids in molecular biology, making nucleic acids easier to detect. As a result, a profitable market segment has developed for companies licensed to sell products covered by PCR-related patents. In November 1995, we acquired a non-exclusive license from Hoffmann-La Roche for the use, production, and sale of enzymes and reagents required for PCR in the research market. This license allows us to market kits that include our existing products for pre-PCR sample preparation and post-PCR DNA cleanup bundled with PCR enzymes and reagents. We believe we are well situated to penetrate the rapidly growing PCR research market by capitalizing on our leadership position in sample preparation and our reputation for innovative and high quality products. The PCR license therefore allows us to offer customers in the research market a fully integrated solution to their nucleic acid purification and amplification needs. We launched our first two PCR products in November 1996 and have followed this with a range of additional kits for standard and specialized PCR applications, including the launch in 2001 of ProofStart DNA Polymerase, a new high-fidelity DNA polymerase that allows highly accurate DNA amplification. In 2002 the QIAGEN MultiPlex PCR Kit had been launched for highly specific and sensitive multiplex PCR without optimization. Multiplex PCR a powerful technique enabling amplification of two or more products in parallel in a single reaction tube has gained substantial impact in a variety of mainly genotyping applications in different areas of DNA testing. Our PCR products range in price from $95 to $2,020 per kit. We have also entered the reverse transcription (RT) market.

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RT is the process by which RNA is transcribed into DNA for subsequent analysis, most frequently PCR analysis. We offer a line of enzymes and kits for RT and RT-PCR, including a one-step RT-PCR kit launched in 2000, which range in price from $46 to $674 per kit. Real-time PCR, a PCR-based technique that allows quantification of target DNA or RNA species, is becoming more and more widely used in both molecular biology research and clinical diagnostics. To address this field, in 2001 we launched the QuantiTect SYBR Green System, which incorporates our PCR and RT enzymes and reagents. This system can be used with any real-time PCR cycler for accurate quantification of DNA, cDNA, and RNA targets, and is an important new line that addresses a rapidly expanding market. In 2002, we launched the QuantiTect Probe System, which provides highly specific and quantitative PCR and RT-PCR using sequence-specific probes. QuantiTect Kits range in price from $330 to $2,620. We believe there is significant potential for these products in molecular biology research and molecular diagnostics markets. In November 2002, Epoch Biosciences, Inc. and QIAGEN announced that QIAGEN will become a co-exclusive worldwide sales and marketing partner to the research field for products that incorporate Epoch Biosciences MGB Eclipse(TM) Probe Systems for real-time measurement of gene expression. Epoch will exclusively supply components to QIAGEN and QIAGEN will offer custom and catalogue probe systems as part of our gene expression product offerings for sale to researchers in the life sciences industry and to pharmaceutical companies conducting internal research. Under terms of the agreement, QIAGEN received a non-exclusive license to the component technologies, and Epoch will receive undisclosed technology access fees and royalties on sales of catalogue products by QIAGEN. Since 2003 a large and constantly increasing number of validated QuantiTect Gene Expression Assays for cancer, apoptosis, chemokines, cytokines and housekeeping genes have been introduced, with many more to come during 2004. In addition QuantiTect Custom Assays have been launched in 2003 for expression analysis of customer-defined sequences.

DNA Cloning. Cloning of DNA into plasmids is a routine and basic molecular biology method. As described above, plasmids are small circular pieces of bacterial DNA into which new pieces of DNA can be introduced, a technique called cloning. In 2001, we introduced QIAGEN PCR Cloning Kits that use UA-cloning technology for fast and easy insertion of a PCR product into a plasmid DNA. These products extend the range of products that we offer to researchers performing PCR, and are priced between $64 and $592.

Cell separation

Since 2002 QIAGEN offers a range of magnetic cell separation and magnetocapture products including secondary antibody suspensions, Streptavidin suspensions, Protein A and G suspension for immunoassays and binding of immunoglobulins.

DNA Transfection Reagents. We identified a product opportunity in the transfection of plasmid DNA into mammalian cells, which is currently the major application for ultrapure plasmid DNA purified with our products. We obtained exclusive licenses for several innovative reagents for efficient transfection, and offer a range of reagents that address specific market needs. We currently offer three reagents, PolyFect, Effectene and SuperFect for transfection of DNA, priced in the range of $111 to $775 per kit, with bulk quantities of each reagent also available for high-throughput applications. In 2001, we launched the first transfection reagent specifically designed for transfection of cells with RNA. Transfection of RNA provides an alternative to DNA transfection, e.g. for transfection of non-dividing cells, direct studies on RNA viruses or RNA translation studies. TransMessenger is priced at $152. For the rapidly expanding field of gene silencing by RNA interference we introduced RNAiFect Transfection Reagent in 2003 for efficient transfection of cells with siRNA. QIAGEN Transfection Reagents can be bundled with our existing plasmid and RNA purification products and siRNA oligos for molecular biology and gene therapy research markets.

Instrumentation

Both academic and industrial research laboratories are actively seeking automation of routine procedures to free scientists and technicians for more sophisticated tasks, eliminate human error, and increase reproducibility when processing samples from a diverse range of sources. This demand for the reliability automation provides is fueled by increased automation needs in molecular biology research, the functional genomics market, genome projects, gene-based drug development, nucleic acid-based molecular diagnostics, and the stringent requirements of the latest

assay technologies, all of which require large numbers of standardized nucleic acid sample preparations and enzymatic reactions. In response to this market demand, we offer the BioRobot product line. In August 1999, we introduced the QIAGEN BioRobot 3000, a bench-top workstation designed to automate routine liquid-handling tasks as well as nucleic acid and protein purification, complete with pre-programmed software for automation of many QIAGEN purification procedures, such as QIAwell, QIAprep, DirectPrep, R.E.A.L., QIAquick and MinElute. The BioRobot 3000 offers a completely flexible approach to automation, with each

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instrument being tailor-made to the individual laboratory s application needs. The BioRobot 3000 is used in molecular biology research, molecular diagnostic research, DNA sequencing, and genomics markets. Since the BioRobot 3000 is a custom instrument, the price depends on which components are installed and which base model is selected. The base prices, without any added components, are $43,700 for the 4-probe 90 cm system, $49,200 for the 4-probe 120 cm system and $60,300 for the 4-probe 200 cm system. The BioRobot RapidPlate, which is fully integratable with BioRobot workstations and can be directly integrated with the BioRobot 3000 extended arm systems, was introduced in 2001 for fast liquid handling in 96- and 384-well formats, and is priced at $40,200. In 2002, the BioRobot Twister™ Robotic Arm Systems were introduced. These provide flexible transfer and temporary storage of microplates, deep-well blocks, and other labware within integrated BioRobot systems, allowing extended hands-free processing.

In 2000, we introduced the BioRobot 8000. The BioRobot 8000 allows high-throughput, walk-away purification of nucleic acids. The fully automated capability is provided by new technologies, such as an automated vacuum system, automated identification and tracking of buffer bottles, and a fast and accurate liquid and robotic handling system. The BioRobot 8000 is designed for routine handling of 96-well formats, and is used by laboratories at the leading edge of genomics and other molecular biology fields. The list price for a BioRobot 8000 is $120,000.

Since 2002, new Premium Solution BioRobot Systems were launched to address the requirements of new market segments for walk-away purification in 96-well format in the fields of gene expression analysis, protein characterization, and genomic sequencing. Specifically these were BioRobot Gene Expression- Real-Time RT-PCR for RNA purification and RT-PCR Setup. BioRobot Gene Expression-Gene Silencing for automated cell-seeding, siRNA transfection, RNA purification and RT-PCR setup. BioRobot Protein for expression screening of His-tagged proteins and BioRobot Protein LS for automated purification and quantification of up to 15 mg of His-tagged proteins. In 2003 the BioRobot LiquiChip system has been launched for walkaway setup of xMAP multiplex protein assays. Also, in 2003 the BioRobot Plant Science was introduced for walk-away purification of genomic and chloroplast DNA from plant material. The latest addition to our Premium Solutions is the BioRobot Gene Expression GeneChip® Target Prep for walk-away target preparation for Affymetrix® GeneChip Arrays, launched in March 2004. Each system has a specialized worktable layout and includes a Specialist Pack containing all the purification chemistries, software protocols, worktable accessories, and service support agreements required for a specific application.

Also in 2002, we introduced the BioRobot MDx, which provides walkaway automation of sample preparation for applications in clinical laboratories. The workstation uses automated vacuum processing to eliminate centrifugation steps, allowing faster sample processing. It uses standardized processing and proven QIAamp chemistries for reliable results, and generates full process documentation and sample tracking, allowing effortless data management. The list price for a BioRobot MDx is $170,000. The BioRobot 9604, which was launched in 1998, also targets nucleic acid sample preparation and handling tasks in molecular diagnostics laboratories, blood banks, and forensic projects. Nucleic acid samples purified on the BioRobot 9604 are ready for use in the demanding and sensitive downstream assays performed in molecular diagnostic, pharmaceutical, and research applications. The current list price of the BioRobot 9604 is $80,000.

Through the acquisition of GenoVision A.S., QIAGEN in 2003 introduced the BioRobot EZ 1 Workstation for automated purification of nucleic acids from 1-6 samples, based on an easy-to-use workstation, pre-filled and sealed reagent cartridges and error-free protocol selection and worktable setup. BioRobot M48 and BioRobot M96 Workstations allow flexible, automated nucleic acid purification from 6-48 or 8-96 samples, respectively. All three systems automate the use of magnetic particle-based consumables, an expertise that was greatly expanded through the acquisition of GenoVision, and are used in a wide range of demanding and sensitive genomic applications in clinical research, including genetic testing, gene expression analysis, infectious disease research, forensics and oncology research.

Many BioRobots use QIAsoft software, which provides user-friendly point-and-click control. New software and hardware upgrades are continuously being developed to improve the speed and performance of the BioRobot series and to expand the range of potential applications.

The BioRobot product line gives us a strategic opportunity to establish a large base of installed instrumentation, thereby promoting recurring sales of our consumable products. Each installed instrument generates additional annual consumable sales of approximately $22,000 to $60,000. Most QIAGEN technologies are available in BioRobot-compatible formats. New kits were introduced in 2002, based on filtration technology and magnetic particle technology. We believe future markets for these instruments will include the molecular diagnostic and functional genomics markets.

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In addition to the BioRobot Product line, we also offer OEM customers liquid handling instrumentation products that are not coupled with nucleic acid purification. This allows us to spread the cost of designing and manufacturing the instrumentation products over a larger unit volume.

Instrumentation products account for less than 15 percent of our total consolidated net sales. Consumables used on instruments are estimated to account for less than 10% of consolidated net sales.

Contract Services

We offer contract services for non-cGMP and cGMP-grade DNA production, and DNA sequencing as additional ways to market our products, and to expand and promote our technologies. All services are provided with full project consultation and support from experienced technical staff.

Plasmid DNA Contract Manufacturing Service. Most customers who require the ultrapure DNA provided by our products are usually not equipped to produce it in the large amounts necessary for their pre-clinical and clinical studies. We offer these customers contract DNA production under non-cGMP conditions and, using our proprietary technology for ultrapure DNA purification and endotoxin removal, suitable for all preclinical research as well as for preclinical studies in gene therapy and genetic vaccination.

cGMP-grade plasmid DNA is required by the FDA and other regulatory agencies for any application involving use in humans. We joined an alliance with Valentis Inc. and DSM Biologics in 1999 to further strengthen what is considered the world s leading consortium for manufacturing and supplying customers with contract manufacturing of ultrapure, stable DNA plasmids and formulated cGMP-grade DNA at any scale, from preclinical toxicology studies to commercial products. This alliance provides a quality and scale of cGMP-grade plasmid DNA production that we believe is unsurpassed by any other supplier. Customers may include pharmaceutical or biotech companies or academic institutions working in the gene therapy and genetic vaccination fields. We share in revenues and profits from this alliance. Valentis Inc. (resulting from the merger of Megabios Corp. and GeneMedicine, Inc.) is a leader in the field of gene medicines. Valentis develops proprietary gene delivery systems and applies its preclinical and early clinical development expertise to create gene-based products. DSM Biologics, a unit of DSM Fine Chemicals, is a leading development and manufacturing company of intermediates and active pharmaceutical ingredients for the pharmaceutical industry.

Oligonucleotide Synthesis, Microarray Products, and Custom Gene Synthesis

QIAGEN Operon (QIAGEN Operon, Inc. and QIAGEN Operon GmbH) is a recognized leader in the area of high-end and added-value synthetic DNA. QIAGEN Operon provides custom DNA synthesis of oligonucleotides using a revolutionary high-throughput synthesis platform. A large number of oligonucleotide-modification options are available. QIAGEN Operon also provides a range of arrayable oligonucleotide sets (Array-Ready Oligo Sets) for the genome of several species, including human, yeast (*Saccharomyces cerevisiae*), tuberculosis (*Mycobacterium tuberculosis*), malaria (*Plasmodium falciparum*), mouse, rat, arabidopsis *(Arabidopsis thaliana*), *Caenorhabditis elegans*, *Candida albicans*, *Drosophila melanogaster*, *Escherichia coli*, *Haemophilus influenzae, Anthrax, Campylobacter jejuni, Grape, Magnaporthe, Listeria, Medicago, Pig, Sinorhizobium and Zebrafish.* These sets represent the genomes of either clinically relevant or widely used model organisms. QIAGEN Operon can also provide custom arrays of oligonucleotides or other DNA fragments. QIAGEN Operon additionally provides a custom gene synthesis service for the manufacturing of genes for pharmaceutical and biotechnology applications as well as a range of stock oligonucleotide products.

QIAGEN Operon s leading U.S. technology and market position in high-quality, high-precision, and high-throughput synthetic nucleic acids, as well as opportunities for new and powerful joint products, is expected to allow significant expansion into the dynamic areas of today s genomics and genetic analysis markets.

siRNA Synthesis

We are a licensed supplier of short interfering RNA (siRNA), and offer both a custom siRNA synthesis service and a range of stock library products directed against common target genes. siRNAs have been shown to function as key molecules in triggering targeted gene silencing, and this technology is considered the most powerful tool to unravel the function of genes. siRNA synthesis is performed using our proprietary TOM chemistry, which enables the production of high-quality RNA leading to efficient gene silencing. We also provide an online tool for the design of siRNA sequences. The design tool uses state-of-the-art design criteria to enable gene silencing potential to be maximized. In October 2002, we launched the Cancer siRNA Oligo Set, the

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first set of disease-specific siRNAs for the life sciences market. This set is comprised of two siRNAs for each of 139 cancer-related genes, which are recognized as clinically and scientifically relevant. In 2003 HPP (High Performance Purity) Grade siRNA was introduced for efficient and economical gene silencing. HPP Grade siRNA is available by Custom siRNA oligo service in single tubes or in 96-well plates for high-throughput projects. In 2003 4-For-silencing siRNA duplexes were introduced. 4-For-Silencing siRNA guarantee that at least one of the 4 siRNAs will reduce expression of the target mRNA by 70%. The latest advance was the introduction of 2-For-Silencing in February 2004. 2-For-Silencing siRNAs are designed with the HiPerformance algorithm and guarantee knock-down with less effort and expense. In January 2004, QIAGEN announced the delivery of the Human Druggable Genome siRNA Set. A powerful tool for drug discovery using RNAi, the set consists of 10,000 duplexes targeting 5,000 specifically chosen druggable gene candidates. Designed using a proprietary algorithm and optimized for specificity by stringent homology analysis, the Human Druggable Genome siRNA Set is the first set of its kind in the life sciences market. In addition to custom designed siRNAs a large number of published Library siRNA Duplexes is available for gene silencing of common gene targets. Every siRNA was designed using state-of-the-art design criteria to maximize gene-silencing potential, and was synthesized using our patented TOM-amidite chemistry to yield high-quality, high-purity RNA oligonucleotides. Our siRNA products combined with our RNAiFect transfection technology and RNeasy and QuantiTect productlines for detection of silencing effects provide a fully integrated solution for gene silencing.

Recombinant Protein Purification Products

Purification of recombinant proteins is a necessary step in most molecular biology research projects, and is therefore performed by most of our customer base. We offer our customers QIAexpress products, which use a unique purification technology based on metal chelate affinity chromatography on Ni-NTA resin for one-step purification of recombinant proteins. The QIAexpress line also includes products for protein expression and a proprietary protein detection system based on metal chelate affinity technology and mouse monoclonal antibodies that recognize the 6xHis-tag epitope. In 2002, Ni-NTA Superflow Columns were introduced, which provide automated, large-scale protein purification. Several products were introduced in 2001, including new vectors for expression of recombinant proteins as well as new antibodies for their detection, and a new system for cleaving the tag (used in the purification technology) from recombinant proteins for specialized applications. The PhosphoProtein Purification Kit, launched in 2002 provides a complete separation of phosphorylated and unphosphorylated protein fractions for research in proteomics, cell signaling and apoptosis, protein kinases and oncology and immune disorders. The EasyExpress system, launched in 2003 allows to go from gene to protein in a single day, The EasyXpress Protein Synthesis Kit uses highly productive E. coli lysates, which contain all transcriptional and translational machinery components required for efficient protein synthesis and are pre-aliquoted for convenience and ease-of-handling. Strep-Tactin SuperFlow and Strep-Tactin Magnetic Beads from the Two-Step Affinity Purification System are used sequentially with Ni-NTA matrices to provide ultrapure His·Strep-tagged proteins. This Two-Step Affinity System has been launched in 2003.

QIA*express* products are used in the molecular biology and molecular diagnostic research markets, and cost between $67 and $3,487. We believe that applications for these products will expand with growth in the genomics and proteomics markets.

Protein Assays

The LiquiChip system is a bead-based platform that offers the potential to rapidly assay up to 100 different analytes in a single sample. A wide range of protein-based assays for proteomics and drug discovery research can be quickly and easily adapted to LiquiChip technology. The complete system includes instrumentation, software, assay kits, a range of beads, and detection reagents.

HLA and Tissue Typing Products

QIAGEN AS provides innovative products for HLA/tissue typing and has exclusive worldwide marketing rights to the OLERUP SSP product line for gene-based tissue typing. The OLERUP SSP product line provides a comprehensive product portfolio for the HLA market for the molecular typing of all class I and class II HLA alleles. QIAGEN has developed the Haplotype Specific Extraction technology, which was introduced in October 2002 for HLA applications. This allows for the preparation of haploid DNA from naturally diploid DNA at targeted areas of the genome where heterozygosity yields an ambiguous genotype. This is expected to improve the analysis results in instances where ambiguities occur. The concept is bead based and can be run on the GenoM-6 instrument.

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4. Product Development

Our product development efforts are focused on expanding our existing products and developing innovative new products in selected areas where we have expertise and have identified substantial unmet market needs. A Vice President of Research & Development oversees the global research and development activities in Germany, Switzerland, Norway and the U.S. Our research and development organization is matrix structured, which allows us flexibility to refocus our product development efforts as new technologies or markets emerge. The total number of research and development employees at December 31, 2003 was 269. Our total research and development expenses in 2003 were approximately $31.8 million. We have focused our product development efforts in the following key areas:

Research Market and Genomics

We intend to maintain our technology leadership position through investments in product improvements, product extensions, and innovative new approaches. Recent examples of our efforts include the introduction of a new range of products, BioMag suspensions, using magnetic particles for the isolation of RNA and genomic DNA for blood, tissue and cell culture. Additionally, we developed products for reverse transcription (RT)-PCR, amplification of RNA, stabilization of RNA in biological samples, and high-speed isolation of plasmid DNA, as well as automated protocols for DNA and RNA isolation from clinical samples using our QIAamp and RNeasy technologies.

We believe that improvements in its instrumentation will strengthen our leadership position in the automation of nucleic acid-based applications and generate an increased demand for our consumable products.

We expanded our portfolio of magnetic particle-based products in 2002 with the acquisition of GenoVision A.S. a successful provider of both robotic workstations and magnetic particle technologies for automated nucleic acid purification. GenoVision A.S. (now known as QIAGEN A.S.) focuses on automated purification of nucleic acids from a wide range of clinically relevant samples using MagAttract magnetic particle technology in combination with BioRobot M- and EZ-Instruments.

As the genomics and drug discovery market expands, there is an increased need for efficient methods to prepare and analyze samples. As this market is often defined by the request for integrated solutions, we have leveraged our nucleic acid handling, extraction and purification expertise by entering into a number of transactions and agreements.

In December 2003 we licensed a novel algorithm developed by Novartis Pharma AG for the selection of potent siRNA sequences for gene silencing applications. More than 3000 randomly designed synthetic siRNA duplexes, against 34 targets were analyzed for functionality. Based on this unprecedented siRNA data set, an automated siRNA sequence selection algorithm was developed. Under the terms of this collaboration we obtained a fully paid-up license from Novartis for the worldwide use of this prediction algorithm.

In September 2003 we announced an exclusive agreement with Thermo Electron Corporation to co-market and co-promote Thermo Electron s KingFisher® instrumentation technology together with QIAGEN s magnetic bead based nucleic acid separation and purification technology for use in nucleic acid-based applications in research and molecular diagnostics. We were granted a license to the KingFisher magnetic particle instrumentation technologies and will have the rights to market existing Kingfisher products. Thermo will actively and exclusively co-promote our nucleic acid purification consumables with their KingFisher instruments.

In August 2003 we announced an agreement with amaxa biosystems to co-market amaxa s Nucleofectotechnology and QIAGEN s TOM-amidites based HPP grade siRNA. The combined solution has significant advantages for siRNA mediated gene silencing in sensitive cultured cells or primary cells.

In July 2003 we announced an agreement with Intradigm Corporation providing for research and development of siRNA for drug discovery and siRNA therapeutic products. We will manufacture and provide Intradigm with siRNA agents for its ongoing research programs in several disease areas, including oncology, arthritis, and pulmonary siRNA treatment of SARS Coronavirus infection. Using at least 48 sets of siRNA oligos which we will manufacture, Intradigm will determine optimal siRNA agents and delivery to inhibit SARS viral infection as potential anti-SARS therapy through work with collaborators in National Institute of Allergy and Infectious Diseases (NIAID) in the U.S. and in Hong Kong and Guangzhou of China.

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In March 2003 we announced an agreement with Agilent Technologies Inc. to actively co-market the Agilent 2100 bioanalyzer and LabChip® kits with our consumables and instruments for the separation, purification and handling of nucleic acids and proteins. The combined solutions incorporating QIAGEN s and Agilent s products enable molecular biologists and biochemists to obtain the highest quality results in the analysis of biomolecules such as DNA, RNA, proteins and cells. As part of the non-exclusive agreement, the two companies will develop a series of scientific application notes that describe challenging or novel applications that can be more easily accomplished using the combination of Agilent and QIAGEN products, include biological sample preparation and multiplex PCR.

We have also entered into an agreement with Affymetrix to develop and commercialize products for sample handling and nucleic acid preparation for RNA based expression profiling experiments performed on Affymetrix GeneChip® arrays. The agreement expands on the general recommendation that Affymetrix has been making for the use of certain QIAGEN products in expression monitoring protocols provided to Affymetrix GeneChip array customers. In 2002, the GeneChip Sample Cleanup Kit was launched, which is used to prepare target samples for gene expression analysis with GeneChip arrays. Affymetrix GeneChip technology is currently used by researchers to acquire, interpret, and manage complex genetic information from applications including sequence analysis, genotyping, and gene expression monitoring.

Through these collaborations, we are aiming to develop seamlessly integrated, broad-end technology platforms, which will provide complete nucleic acid analysis solutions to customers in high-throughput genomics markets.

In 2002, we maintained our leadership in the area of oligonucleotide synthesis. In addition to our state-of-the art facility in Alameda, California, we opened a second synthesis facility in Germantown, Maryland. This provides synthesis services to the biotech-rich community of the north-eastern United States. A local facility offers faster turnaround time, which should improve overall customer satisfaction and result in increased market share of the oligonucleotide market. In Europe, sales from the synthesis facility in Cologne, Germany doubled in 2002. The integration of the Sawady Group (renamed QIAGEN Sciences K.K.), acquired in 2001, was completed in 2002 with the installation and validation of our unique high-volume synthesis capability, as in our other three oligonucleotide manufacturing sites. We are a leading supplier with production capabilities in North America, Europe, and Japan and are in prime position to address the worldwide need for high-quality products and services.

In 2002 we applied our unique competitive advantage of massive parallel high-throughput synthesis to produce off-the-shelf Array-Ready Oligo Sets. Array-Ready Oligo Sets are sets of oligonucleotides that can be used as probes for thousands of genes in a particular genome. The probes were designed from data in publicly available genome databases and their sequences were optimized using the search program Basic Local Alignment Search Tool (BLAST). Customers use the sets to print their own microarrays for gene expression and drug discovery studies. By the end of 2002, we offered seventeen Array-Ready Oligo Sets and subsets. We have plans to double the number of array-ready products offered in 2003. With our ability to synthesize large numbers of oligos, we are uniquely positioned to address this rapidly growing market, and are able to provide new and updated oligo sets faster than other suppliers.

Genetic Vaccination and Gene Therapy

The commercialization of gene therapy and genetic vaccination for human use will require significant quantities of ultrapure DNA, which must be endotoxin-free in order to comply with FDA and other regulatory requirements. In response to this need, we are developing new resins and modifying our existing purification technology to allow for a significant improvement in the efficiency of production of very large amounts of ultrapure cGMP-grade DNA.

In 2003 we expanded our cooperation with Strathmann Biotec AG to provide GMP manufacturing services for plasmid DNA to the pharmaceutical industry under QIAGEN s brand pAlliance. During this cooperation SBAG will provide its expertise in manufacturing pharma grade plasmid DNA according to GMP guidelines making available production capacities in Hanover, and in the ultra-modern Biotechnology Center Dengelsberg, located close to Kiel, Germany. We will provide our proprietary process technology as well as our unique sales force for global marketing activities. Both companies will jointly work on continuous process enhancement.

In 2002 the pAlliance, a strategic alliance between QIAGEN and several leading contract manufacturing organizations, continued to extend its leading position as a contract manufacturer for plasmid DNA. pAlliance announced agreements for manufacturing of clinical samples for DNA vaccines and pharmaceuticals serving clients from the biopharmaceutical and pharmaceutical industry in North America, Europe and Japan. The

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pAlliance members believe that this agreement represents one of the largest agreements for pAlliance since the alliance was initiated in early 1999 and started supplying contract-manufacturing services for DNA-based therapeutics and vaccines to what is a significant group of customers in the pharmaceutical and biotech industries. A new lysis protocol was developed and patented in 2002, which allows a faster and more robust lysis in large volumes.

We believe that genetic vaccination will be a commercial market before gene therapy. We are working with leading researchers using QIAGEN-purified DNA to test the feasibility of genetic vaccination in veterinary applications.

Nucleic Acid-Based Molecular Diagnostics

The development of nucleic acid-based molecular diagnostics depends on the availability of nucleic acid purification technologies that can provide high-throughput sample processing without cross-contamination or carryover between samples. We are developing modifications to our existing QIAamp product line to increase throughput further, to reduce cross-contamination and carryover, and to expand automation possibilities for genomic and viral nucleic acid purification. We also have dedicated research capacities applying technologies including cationic detergents in the field of stabilization and purification of nucleic acids.

During February 2004 we announced the launch of the world s first CE-certified generic sample preparation kit fulfilling the requirements of the EU s recent in-vitro diagnostic directive. The QIAamp DSP DNA Blood Mini Kit is available for the European markets and is developed, produced and quality controlled according to all requirements of the CE in-vitro diagnostic directive. This kit is our first in a series of broadly applicable sample preparation products intended for use in molecular diagnostic testing. The European Union Directive 98/79/EC (December 7, 2003) on in vitro diagnostic medical devices states that all products and kits which are used for in vitro diagnostic applications and have to be compliant with this directive.

In December 2003 we announced a manufacturing and supply agreement with artus GmbH. artus will integrate QIAGEN s nucleic acid sample preparation products in its diagnostic systems for use in the detection of a variety of infectious diseases such as SARS, Herpes simplex virus -1/-2, EBV, West Nile Virus, Malaria and Salmonella. These customized solutions will incorporate specific versions of our sample preparation modules and technologies, including our QIAamp technology and will be distributed by artus and its distributors in combination with the real-time PCR-based diagnostic solutions under the brand PureArt.

In October 2003 we announced a cooperative effort with Affymetrix, Inc. to improve gene expression analysis applications using our technologies. Our siRNA and the integrated PAXgene system for clinical sample collection and purification of RNA from whole blood will be optimized for use with Affymetrix GenChip® technology.

In May 2002, we entered into a development, manufacturing, and supply agreement with Roche Molecular Systems, Inc. (RMS), a business area of Roche Diagnostics and Roche Diagnostics Corporation (RDC), the US sales and marketing arm of Roche Diagnostics, which aims to develop and distribute a customized integrated diagnostic system for the preparation, detection, and quantification of nucleic acids from the hepatitis B, hepatitis C, and human immunodeficiency (HIV-1) viruses. The system will use automated sample preparation modules from QIAGEN for nucleic acid purification, based on the BioRobot MDx, and are known as the TaqPrep. Following nucleic acid purification, samples will be transferred to Roche s COBAS TaqMan® platform for amplification and detection, which uses real-time PCR to amplify and detect infectious agents.

In 2002, QIAGEN and Leica Microsystems AG announced a Development and Co-Marketing Agreement, in which our products and technologies will be used with Leica s systems for laser microdissection. Under the terms of the agreement, we will develop protocols and products for handling and purification of nucleic acids that are optimized for use in combination with laser microdissection and in analyses of microdissected material. Leica will optimize its systems for use with our products, and we will promote these products to Leica s customers.

In 1999 we formed PreAnalytiX, a joint venture with Becton, Dickinson and Company (BD) to develop, manufacture, and market integrated systems for collecting, stabilizing, and purifying nucleic acids for molecular diagnostic testing. The venture combines BD s leadership in sample collection and QIAGEN s leadership in nucleic acid stabilization and purification. We believe that the synergy between BD and QIAGEN will enable PreAnalytiX to develop unique preanalytical solutions that will benefit the entire molecular diagnostics industry. PreAnalytiX launched its first product (RNA stabilization in blood samples) in April 2001. In August 2002, PreAnalytiX announced that they successfully formed agreements with pharmaceutical companies including GlaxoSmithKline for the use of the PreAnalytiX system. In October 2002, the PAXgene Blood DNA System, an

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integrated and standardized system for collection and stabilization of whole blood specimens and isolation of their genomic DNA, as well as various protocols integrating collection and stabilization and purification products were introduced. In October 2003, PreAnalytiX announced a collaborative effort with Affymetrix, Inc. to improve gene expression results from whole blood RNA samples.

5. Principal Markets

From our inception, we have believed that nucleic acids would play an increasingly important role in molecular biology and that major new commercial uses of nucleic acids would be developed. We have been supplying researchers with proprietary products for the separation and purification of nucleic acids since 1986. Customers include major academic institutions and governmental laboratories such as the United States National Institutes of Health (NIH), as well as leading pharmaceutical and biotechnology companies. In addition, fundamental developments in recent years have created significant new opportunities for us in the emerging markets of genomics, nucleic acid-based molecular diagnostics, and genetic vaccination and gene therapy. In response to these opportunities, we are currently targeting our products and marketing activities to each of these markets.

Research Market

The worldwide research market for nucleic acid separation and purification products is comprised of an estimated 60,000 academic and industrial research laboratories with more than 250,000 researchers from leading academic institutions, biotechnology companies and pharmaceutical companies. Subsegments of this market include the research markets for DNA sequencing, nucleic acid-based molecular diagnostics, and genetic vaccination and gene therapy. A substantial portion of this market continues to utilize traditional, labor intensive methods for nucleic acid separation and purification, and we estimate that 30 percent of all molecular biology research time is spent on such processes. We recognized early on the opportunity to replace the traditional methods with reliable, fast, and high-quality nucleic acid separation and purification technologies and products. We concentrated our product development and marketing efforts on this market and now offer over 300 nucleic acid separation and purification products to customers. We also offer innovative protein expression and purification products. We believe that we are the technology leader in this growing research market and that we are well positioned to increase sales and expand our share of the research market as laboratories continue to convert from traditional methods to our products. Based on estimates of the number of sample preparations being performed each year, we believe that the current worldwide research market for our nucleic acid purification products exceeds $1 billion. In addition, we believe that an additional $300 million is spent annually in this market on PCR enzymes and reagents. We have expanded our product base for PCR amplification and reverse transcription and continue to develop products for the PCR-related market segment.

Genomics Market

We believe the genomics market offers a significant growth opportunity for our consumable and instrumentation products. This developing market is characterized by its need for large numbers of ultrapure nucleic acid samples as well as for efficient protein expression and purification for functional analysis. We believe that the combination of our DNA sample preparation products with BioRobot automation systems gives us a strong competitive position in this market.

In April 2002, we acquired Xeragon, Inc., a market and technology leader for products and services focusing on synthetic RNA and small interfering RNA (siRNA) in particular. The acquisition of Xeragon adds to QIAGEN Operon s leadership position in synthetic nucleic acid products. siRNA molecules are double stranded RNA, approximately 21 25 nucleotides in length, which function as key molecules in triggering sequence specific mRNA degradation, leading to the posttranscriptional silencing of a target gene. siRNA technology is considered the most

powerful tool to unravel the function of genes and can be used in a variety of applications such as high throughput target validation and gene therapy. Xeragon offers custom and pre-manufactured stock siRNA products. QIAGEN and Xeragon believe that these RNA synthesis technologies can soon be integrated into QIAGEN Operon s leading massive parallel, high-throughput DNA synthesis platforms.

In June 2000, we acquired Operon Technologies Inc. (now QIAGEN Operon, Inc.), a technical leader in the area of high-end and added-value synthetic DNA, as well as in the area of tools building on synthetic DNA expertise, such as synthetic genes and DNA microarray tools. Synthetic nucleic acids have become one of the fastest growing areas of nucleic acid research, with applications in genomics and molecular diagnostics. These market segments use enabling technologies and methods, such as DNA sequencing, gene chips and DNA microarrays, SNP analysis, synthetic genes, and labeled probes for detection, all of which rely on availability of synthetic nucleic acids. Synthetic nucleic acids are used in the analysis of nucleic acids purified from natural

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sources, and therefore are highly synergistic with our products and technologies for nucleic acid separation, purification, and handling as both product offerings address to a very significant extent the same customers.

Participants in the genomics market include academic research laboratories, numerous major biotechnology and pharmaceutical companies, which have research, and/or gene-based drug development programs, as well as smaller companies with genomics and other DNA sequencing-related businesses. We believe that the functional analysis of genes after their discovery adds a significant, high value market opportunity that is larger than the market for our products in the gene discovery phase.

Nucleic Acid-Based Molecular Diagnostics Market

We believe that the molecular diagnostics market represents a significant but largely untapped market for nucleic acid separation and purification products. We believe that the advent of PCR and other amplification technologies has made the prospect of nucleic acid-based molecular diagnostics feasible. Nucleic acid-based molecular diagnostics have fundamental advantages over traditional immunoassay diagnostics in both specificity and sensitivity. This new generation of molecular diagnostics can be used, for example, to detect or identify micro-organisms, cancer cells, bacteria and viruses (including HIV) by searching for their nucleic acid sequences. In order to prove that a disease is present in a patient, the unique sequence of the target nucleic acid causing the disease must be known, and the sequence must be amplified to facilitate detection. Potential commercial applications for nucleic acid-based molecular diagnostics include infectious disease diagnostics in blood banks, HLA typing for bone marrow and organ transplantation, genetic testing for predisposition to cancers and other common diseases, and genetic fingerprinting of humans, animals and plants.

The success of nucleic acid-based molecular diagnostics will depend on the ability to analyze purified nucleic acid samples from a variety of specimens, including blood, tissue, body fluids and stool, and on automation so that hundreds of samples can be handled concurrently. Other key factors will be the convenience, versatility, and reliability of the nucleic acid separation and purification procedures. The QIAGEN BioRobot series has been developed to handle high-throughput nucleic acid sample preparation and handling tasks in molecular biology laboratories, clinical laboratories, blood banks, forensic projects, and genomics projects. Nucleic acid samples purified on the BioRobot 9604 and BioRobot MDx are ready for use in the demanding and sensitive downstream assays performed in molecular diagnostic applications. In order to broadly address the market for nucleic acid preparation in molecular diagnostics, we are entering into partnerships or other agreements with established companies in the molecular diagnostics market.

In May 2002, we entered into a development, manufacturing, and supply agreement with Roche Molecular Systems, Inc. (RMS), a business area of Roche Diagnostics and Roche Diagnostics Corporation (RDC), the US sales and marketing arm of Roche Diagnostics, which aims to develop and distribute a customized integrated diagnostic system for the preparation, detection, and quantification of nucleic acids from the hepatitis B, hepatitis C, and human immunodeficiency (HIV-1) viruses. The system will use automated sample preparation modules from QIAGEN for nucleic acid purification, based on the BioRobot MDx, and are known as the TaqPrep. Following nucleic acid purification, samples will be transferred to Roche s COBAS® TaqMan® platform for amplification and detection, which uses real-time PCR to amplify and detect infectious agents.

In 2000, we acquired a non-exclusive license from Ambion, Inc. for RNA*later* technology, which allows stabilization of RNA in animal cells and tissues for reliable gene-expression and gene-profiling analysis. This technology is used in a product range, the first products of which were launched in 2000. Stabilization of RNA within biological samples is especially important for the molecular diagnostics research market.

In August 1999, we formed PreAnalytiX, a joint venture with Becton, Dickinson and Company to develop, manufacture, and market integrated systems for collecting, stabilizing, and purifying nucleic acids for molecular diagnostic testing. Through this venture, we provide clinical laboratories with the standardized, reliable procedures they need for sample collection, stabilization and preparation.

In August 1999, our QIAamp Viral RNA purification technology received approval from the German regulatory authority Paul Ehrlich Institute for sample preparation in hepatitis C virus (HCV) RNA screening of donated blood. This validation was an important breakthrough for us in routine molecular diagnostic screening.

In June 1999, we announced that we had entered into a supply agreement with Visible Genetics Inc. (VGI). Under the terms of the agreement, we will supply VGI with certain proprietary nucleic acid sample preparation products from our QIAamp product line. VGI intends to market such QIAamp products, in combination with a QIAGEN-developed extension for ultra-low level HIV genotyping, under the name TruPrep™ for use with VGI s HIV TruGene™ HIV genotyping product.

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In October 1998, we announced that we had entered into a five-year supply agreement with Abbott Laboratories, Inc. which has been extended awaiting completion of certain studies. We supply Abbott with various proprietary nucleic acid sample purification and preparation products, to be marketed by Abbott for use with Abbott s LCx probe-based diagnostic system. We will retain the rights to market these technologies in all other formats.

In November 1996, we acquired a technology platform for DNA and RNA purification and stabilization of samples such as clinical specimens using cationic detergents from the Iowa Biotechnology Corporation and the University of Iowa. In the transaction, we received an assignment of rights to issued patents and pending patent applications covering the technology. DNA and RNA purification is a key procedure in molecular biology research and nucleic acid-based molecular diagnostics. RNA-based diagnostics require the availability of intact RNA, which rapidly degrades in the absence of a protective agent. Cationic detergents stabilize samples, thus increasing the reliability and potential of nucleic acid-based molecular diagnostics, in particular assays based on RNA. Cationic detergent technology also allows for efficient purification of nucleic acids and is nonhazardous.

Genetic Vaccination and Gene Therapy Market

We believe that the potential use of nucleic acids as vaccines or drugs represents the largest untapped market for nucleic acid separation and purification products. Analysis of data from the Human Genome Project should result in the identification of genes and gene mutations that are responsible for many common diseases and conditions, such as cancer, coronary artery disease, asthma, and obesity. Scientists believe that these discoveries may lead to the development of a new generation of drugs, based either on the delivery of non-mutated genes to prevent or cure disease, or on the development of therapeutics which can mimic the biological functions of genes. A further application, which may emerge from ongoing gene research is the development of genetic vaccination. Studies suggest that vaccination against diseases may be more effective using nucleic acid fragments from the disease-causing organisms rather than conventional vaccination approaches using recombinant proteins or the inactivated infectious agent. The commercialization of these drugs and vaccines will depend on the availability of large-scale production of ultrapure nucleic acids. Through our alliance with DSM Biologics and Valentis, we provide contract manufacture of bulk quantity plasmid DNA under full cGMP conditions for use in clinical studies and for commercial production. We believe that the use in clinical testing of nucleic acids purified using our technologies and products will give us a strong position in this market once genetic vaccination and gene therapy products become commercially available.

6. Revenue Breakdown by Geographical Market

We have production and manufacturing facilities in Germany, the United States, Switzerland and Norway, and distribution subsidiaries in the United States, Switzerland, Japan, the United Kingdom and Other Countries (consisting of our subsidiaries in Canada, France, Australia, Italy and Austria). We produce and distribute biotechnology products and services, primarily for the separation and purification of nucleic acids (DNA/RNA). In addition, we manufacture and market synthetic nucleic acids and sell and/or license technologies to others. The table below sets forth total revenue during each of the past three fiscal years by geographical market, which includes revenue from all our product and service offerings. It is not practicable to provide a detail of revenues by category of activity. Net sales are attributed to countries based on the location of our subsidiary as certain subsidiaries have international distribution.

Net Sales	2003	2002	2001
Germany*	**$ 153,143,000**	$ 136,334,000	$ 121,744,000
United States*	**261,366,000**	221,762,000	147,609,000
Switzerland*	**34,916,000**	30,953,000	27,898,000
Japan*	**46,839,000**	34,937,000	34,417,000

United Kingdom	**24,651,000**	19,252,000	16,282,000
Other Countries*	**48,146,000**	29,730,000	17,844,000
Subtotal	**569,061,000**	472,968,000	365,794,000
Intersegment Elimination+	**(217,657,000)**	(174,361,000)	(102,024,000)
Total	**$ 351,404,000**	$ 298,607,000	$ 263,770,000

* Includes Net Sales to affiliates.

\+ Represents intercompany sales between affiliates, which are accounted for by a formula based on local list prices and eliminated in consolidation.

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7. Seasonality

Our business does not experience specific seasonality. Historically, a significant portion of our sales have been to researchers, universities, government laboratories and private foundations whose funding is dependent upon grants from government agencies such as the U.S. NIH and similar domestic and international agencies. To the extent that our academic customers experience increases, decreases or delays in funding arrangements, and to the extent that any of our customers activities are slowed, such as during vacation periods or due to delays in the approval of governmental budgets, including the U.S. federal government s budget, we may experience fluctuations in sales volumes during the year or delays from one period to the next in the recognition of sales.

8. Raw Materials

We buy materials for our products from many suppliers, and are not dependent on any one supplier or group of suppliers. Raw materials generally include chemicals, raw separation media, biologics, plastics and packaging. No one supplier accounts for a significant total of purchases. Raw materials are generally readily available at competitive, stable prices from a number of suppliers. Certain raw materials are produced under our specifications, so we closely monitor stock levels to maintain adequate supplies. We believe we maintain raw materials at a level to ensure reasonable customer service levels, and to guard against normal volatility in the availability.

9. Marketing Channels

We market our products in more than 40 countries throughout the world. We have established subsidiaries in the markets that we believe have the greatest sales potential the United States, Germany, the United Kingdom, Switzerland, France, Japan, Australia, Canada, Norway and Italy.

We have established a network of highly experienced marketing staff and employ a dedicated field sales force of over 400 people, who sell our products and provide direct support to customers. A significant number of our marketing and sales staff are experienced scientists with academic degrees in molecular biology or related areas. We also have specialized independent distributors and importers serving more than 30 countries.

Our marketing strategy is focused on maintaining our reputation as a provider of innovative, high quality products that offer customers unique advantages. We have developed a range of marketing tools designed to provide customers with direct access to technical support on a frequent basis, as well as to enhance our reputation for technical excellence, high-quality products, and commitment to customer service. Frequent communication with customers enables us to identify market needs, to gain early insight into new developments and business opportunities, and to respond with new products. Our marketing tools include:

Customer Hotline. All of our product literature prominently displays a technical service hotline number, offering customers the opportunity to discuss a wide range of technical questions regarding our products and related molecular biology procedures. Ph.D. and M.Sc. scientists, who provide this advice and training without charge to either existing or potential customers, man these telephone lines. While primarily a customer service and marketing tool, the hotline provides us with important customer and market feedback. Worldwide, our technical hotline personnel answer, on average, over 480 customer calls per day, principally calls that are consultative in nature.

QIAcabinet. The QIAcabinet is a storage cabinet owned by QIAGEN and placed in customer laboratories at their request. The QIAcabinet is stocked with our products, offering customers the convenience of immediate access, thereby reducing product reorder procedures and shipping costs. We monitor cabinet inventory and bill the customers at regular intervals. We believe that our QIAcabinet can be an effective barrier to competitor entry, while also reducing distribution costs and increasing our visibility in the laboratory.

QIAGEN Catalog. We distribute over 180,000 copies of our annual catalog containing detailed information about our products and services.

QIAGEN News. This quarterly international publication is distributed to over 100,000 existing and potential customers worldwide and includes new product information, product updates, and articles contributed by customers and by our scientists about new applications.

Brochures, Application Guides, Product Profiles, Product Flyers. We publish a variety of literature, including brochures, application guides, product profiles, and product flyers, containing information on products and services, and applications for which our products have been used.

QIAGEN Mailings. Direct mailings, which announce new products or offer special sales promotions, are sent out approximately every four weeks to over 120,000 existing and potential customers, providing an efficient vehicle for disseminating information.

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QIAGEN Lab Bulletin. This personalized monthly electronic newsletter was launched in 2001 for customers in North America, and provides helpful hints and information for molecular biology applications. Six different editions are available for different applications Cell Biology, Gene Expression Analysis, General Molecular Biology, Genotyping, Molecular Diagnostics, and Protein Analysis. Customers choose the editions that interest them, which are then further personalized based on information provided by the customer as to which features within each edition they would like to receive.

World Wide Web Site. The QIAGEN web site (*www.qiagen.com*) contains a full on-line product catalog and online ordering system, various support tools and resources. A Japanese language site (*www.qiagen.co.jp*) was launched in 2001 and some information is also available in French and German to support these local markets.

Other Marketing Tools. We place over 450 full-page advertisements per year in leading scientific journals such as *Nature, Science,* and *Cell.* In addition, we also hold numerous scientific seminars, in which our scientists present technical information at leading academic and industrial research institutes worldwide.

10. Patents, Licenses and Proprietary Technologies

We consider the protection of our proprietary technologies and products for the separation and purification of nucleic acids as the key to the success of our business. We rely on a combination of patents, licenses and trademarks to establish and protect our proprietary rights in our technologies and products. We currently own 50 issued patents in the United States, 39 issued patents in Germany and 243 issued patents in other major industrialized countries, and have approximately 230 pending patent applications. Worldwide, we own 332 granted patents. Our policy is to file all patents in Western Europe, the United States and Japan. U.S. patents have a term of 17 years from the date of issue for patents issued from applications submitted prior to June 8, 1995, and 20 years from the date of filing of the application in the case of patents issued from applications submitted on or after June 8, 1995. Patents in most other countries have a term of 20 years from the date of filing of the patent application. We intend to aggressively prosecute and enforce our patents and otherwise protect our proprietary technologies. We also rely on trade secrets, know-how, continuing technological innovation and licensing opportunities to develop and maintain our competitive position.

An essential component of today s genetic business is the availability of synthetic nucleic acids. Technologies, like PCR, DNA sequencing, SNP genotyping, biochips or synthetic genes represent only a portion of the current market potential for oligonucleotides. In order to accomplish our strategic step into this important segment of the market, we acquired Operon Technologies Inc. (renamed QIAGEN Operon, Inc.). QIAGEN Operon, Inc. has built a leading position in the manufacture and marketing of synthetic nucleic acids, DNA microarrays and synthetic genes.

In 2002, we acquired GenoVision A.S., a Norwegian company (now QIAGEN A.S.). QIAGEN A.S. is focused on the development of reagents and solutions for certain nucleic acid diagnostic markets, such as the HLA market (transplantation diagnostics), in which it has built a leading position. As an integral part of its HLA product offering, QIAGEN A.S. has developed robust and automated solutions for the purification of certain nucleic acids using proprietary magnetic bead technologies and has launched instruments and consumables designed for low to medium throughput automated nucleic acid purification using magnetic particles. In addition, QIAGEN A.S. has a deep pipeline of additional new product introductions in this area. Magnetic particles solutions such as these have broad applicability, high flexibility and scalability and can provide sufficient purification qualities and sensitivities for many other applications. As is also the case with our other consumables, these magnetic bead technologies can be used on our high throughput BioRobot instrumentation systems as well as on systems from other instrument manufacturers. We believe that these nucleic acid purification solutions add an attractive product portfolio to our market and technology leadership in nucleic acid purification.

We entered into an agreement in 2001 with Pall Corporation to jointly develop next generation nucleic acid separation and purification products for certain applications in the life science market. We will exclusively market the jointly developed products. The first suite of products focus on combining certain of Pall s filtration technologies with certain of QIAGEN s technologies for applications in medium-, high-, and ultra-high throughput separation and purification of certain types of nucleic acids widely analyzed in genomics applications. In 2002, we introduced, as part of the first suite of products, the MinElute 96 UF PCR Purification Kit for high-throughput purification of PCR products for microarray analysis and sequencing.

In 1999, through the acquisition of Rapigene Inc, we acquired the Masscode Cleavable Mass Spectrometry Tag technology. This was the first new DNA tagging technology since the discovery of four-color fluorescence.

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Unlike fluorescence, which is limited to 4 8 analyses at a time, Masscode tags are capable of providing hundreds of simultaneous measurements. A broad patent portfolio that includes issued U.S. and European Patents covers these technologies.

In 1990, Hoffmann-La Roche granted us a worldwide exclusive license for the research and industrial market for a novel protein expression and purification technology based on a Histidine affinity tag and Ni-metal chelate affinity chromatography. This technology was combined with our technology and incorporated in our QIAexpress protein expression and purification product line.

In 1991, we obtained a worldwide (with the exception of Japan) exclusive license for Hoffmann-La Roche s Oligotex dT30 technology for hybrid capture on polystyrene latex beads, which has been further developed and incorporated in ours Oligotex product line.

In 1995, we acquired a license from Hoffmann-La Roche for the use, production and sale of reagents required for PCR in the research market. This license allows us to bundle Hoffmann-La Roche s sample preparation and DNA clean-up products with PCR reagents and enzymes into complete PCR kits and other innovative PCR systems.

In November 1996, we acquired a technology platform for DNA and RNA purification and stabilization of samples such as clinical specimens using cationic detergents, from the Iowa Biotechnology Corporation and the University of Iowa. In the transaction, we received an assignment of rights to issued patents and pending patent applications covering the technology.

In 2000, we acquired a non-exclusive license from Ambion, Inc. for RNA*later* technology, which allows stabilization of RNA in animal cells and tissues for reliable gene-expression and gene-profiling analysis. Stabilization of RNA within biological samples is especially important for the molecular diagnostics research market.

In addition to the above licenses, we acquired further licenses and/or options to licenses, pertaining to our core technologies and related fields.

Our strategy includes the use of strategic alliances to augment our product development efforts with complementary technologies and to leverage our marketing and distribution capabilities with respect to select market opportunities. In 1990, 3M granted QIAGEN exclusive and world-wide rights for nucleic acid separation and purification applications using 3M s Empore membrane technology (originally developed for medical applications). QIAwell, a key product targeting the DNA sequencing market, combines Empore technology with our anion-exchange technology. In addition, 3M has made substantial investments in production facilities which now produce 8-well and 96-well consumable components for us.

In 1981, prior to the formation of QIAGEN, Dr. Metin Colpan and Dr. Detlev Riesner granted limited non-transferable access to an early patent for an anion-exchange resin, which is now owned by QIAGEN, to the owner of Macherey-Nagel GmbH & Co. Macherey-Nagel was an investor in QIAGEN from 1985 to 1988. Macherey-Nagel s right to use this anion-exchange resin is limited in both sales volume and format of the product. QIAGEN also has independent proprietary patent positions on a range of substantial improvements to this early technology.

Our practice is to require employees, consultants, outside scientific collaborators and sponsored researchers and other advisors to execute confidentiality agreements upon the commencement of employment or consulting relationships with us. These agreements provide that all confidential information developed by or made known to the individual during the course of the individual s relationship with QIAGEN is to be kept confidential and not disclosed to third parties, subject to a right to publish certain information in scientific literature in certain circumstances and subject to other specific exceptions. In the case of employees, the agreements provide that all inventions conceived by the individual while employed by us will be our exclusive property.

Our patent positions, like similar technology based companies, involve complex legal and factual questions and may be uncertain. In addition, patent applications in the United States are maintained in secrecy until patents are issued. Publications of discoveries in the scientific or patent literature tend to lag behind actual discoveries by several months. Consequently, no assurance can be given that patents will issue from any of our applications or, if patents do issue, that the claims allowed will be sufficiently broad to protect our technology. Further, no assurance can be given that any issued patents owned by or licensed to us will not be challenged, invalidated or circumvented, or that the rights granted thereunder will provide us competitive advantages. In addition, there can

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be no assurance that any confidentiality agreements between QIAGEN and its employees, consultants, outside scientific collaborators and sponsored researchers and other advisors will provide meaningful protection for our trade secrets or adequate remedies in the event of unauthorized use or disclosure of such information.

11. Competition

We believe that our primary competition stems from traditional separation and purification methods, such as phenol extraction, cesium chloride density gradient centrifugation, and precipitation. These methods utilize widely available reagents and other chemicals supplied by companies such as Sigma Chemical Company and Roche Diagnostics GmbH (Applied Sciences Division). We compete with such methods through our innovative technologies and products, which offer a comprehensive solution for nucleic acid separation and purification needs and provide significant advantages over traditional methods with respect to speed, reliability, convenience, and ease of use. See Technical Overview of QIAGEN.

We also experience, and expect to continue to experience, competition in different segments of our business from other companies providing nucleic acid separation and purification products in kit form and reagents for PCR and transfection. Competitors include: Promega Corp., Millipore Corp., Roche Diagnostics and Macherey-Nagel GmbH for nucleic acid separation and purification; Applied Biosystems, Invitrogen Corp. and Promega Corp. for PCR reagents; Invitrogen Corp. and Promega Corp. for transfection reagents. We believe that our proprietary technologies and products offer significant advantages over competitors products, with regard to purity, speed, reliability, and throughput.

We also experience, and expect to continue to experience, competition from other companies providing synthetic DNA and SNP genotyping and sequencing services. International competitors for synthetic DNA include: Invitrogen Corp, Sigma Genosys, Amersham Pharmacia Biotech, MWG-Biotech AG, and PerkinElmer. International competitors for SNP genotyping and sequencing services include: Integrated DNA Technologies, Inc., Invitrogen Corp, Sigma Genosys Inc., Sigma-Aldrich Corporation, MWG-Biotech AG, Sequenom, Inc., Orchid Biosciences, Inc., and Third Wave Technologies, Inc.

We believe that our competitors do not have the same comprehensive approach to nucleic acid separation and purification, or the same technology for production of synthetic DNA or for SNP genotyping and therefore cannot provide the broad range and depth of products and services that we offer. We believe that our proprietary technologies and products offer significant advantages over competitors products and services, with regard to purity, speed, reliability, and throughput.

Our continued future success will rely in large part on our ability to maintain our technological advantage over competing products, expand our market presence and preserve customer loyalty. There can be no assurance that we will be able to compete effectively against our existing or future competitors or that developments by others will not render our technologies or products non-competitive.

12. International Operations

Our business involves operations in several countries. Our principal production and manufacturing facilities for consumable and BioRobot products are located in Germany, Norway and in the U.S. in Maryland, with an additional instrumentation production site in Switzerland. We operate several facilities in the U.S. and also have established sales subsidiaries in Japan, the United Kingdom, France, Switzerland, Australia, Canada, Italy, Norway and Austria. In addition, our products are sold through independent distributors serving more than 30 other countries.

Conducting operations on an international scale requires close coordination of activities across multiple jurisdictions and time zones and consumes significant management resources. We have invested heavily in computerized information systems in order to manage more efficiently the widely dispersed components of our operations. We use integrated information and control software from SAP AG as our business information system to integrate our North American and European subsidiaries. In the past year we have increased utilization of our SAP system with the opening of our state-of-the-art production and distribution facility in Germantown, Maryland (QIAGEN Sciences, Inc.) and the integration of Xeragon after our acquisition. We also integrated systems with third party contract manufacturers via SAP and implemented a module to improve field service operations for our Instruments products.

As a result of our international operations, a significant portion of our business is conducted in currencies other than the U.S. dollar. In 2003, approximately 56% of our net sales were denominated in currencies other

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than the U.S. dollar. In addition, certain expenses associated with our production and manufacturing facilities in Germany, including capital lease obligations and capital investment financing, are denominated in euros. Consequently, our operations are subject to fluctuations in the value of the euro, as well as the other currencies in which we conduct our business, relative to the U.S. dollar. See Quantitative and Qualitative Disclosure About Market Risk Currency Fluctuations .

International business is subject to various risks, including general economic conditions in the countries in which we operate, overlap of various tax structures, unexpected changes in regulatory requirements, compliance with a variety of foreign laws and regulations, and longer accounts receivable payment cycles in certain countries. Other risks that may be associated with our international operations include import and export licensing requirements, trade restrictions, exchange controls and changes in tariff and freight rates.

13. Government Regulation

We are not subject to direct regulation other than regulation generally applicable to businesses pursuant to various laws and regulations in effect in the different jurisdictions in which we operate, including laws and regulations applicable to environmental matters, such as the handling and disposal of hazardous wastes. Our research and development activities involve the controlled use of small amounts of hazardous materials, chemicals and radioactive compounds. Although we believe that our safety procedures for handling and disposing of such materials comply with the standards prescribed by applicable regulations, the risk of accidental contamination or injury from these materials cannot be completely eliminated. In the event of such an accident, we could be held liable for any damages that result and any such liability could have a material adverse effect on us. However, we do not expect that compliance with governmental regulations to which we are subject will have a material effect on our capital expenditures, earnings or competitive positions.

Sales volumes of certain of our products in development may be dependent on commercial sales by our customers of diagnostic and pharmaceutical products, which will require preclinical studies and clinical trials. Such trials will be subject to extensive regulation by governmental authorities in the United States, including the FDA and equivalent agencies in other countries, and involve substantial uncertainties.

Property, Plant and Equipment

Our production and manufacturing facilities for consumables products are located in Hilden and Erkrath, Germany. The instrument production facility is located at the QIAGEN Instruments AG facility in Hombrechtikon, Switzerland. During 2003, we made investments in and expanded the Hombrechtikon facility. Over the last several years, we have made investments in automated and interchangeable production equipment to increase our production capacity and improve efficiency. For GMP production, special GMP areas were built in our facilities at Hilden and Erkrath. Our production and manufacturing operations are highly integrated and benefit from sophisticated inventory control. We have also installed and continue to expand production-planning systems that are included in our integrated information and control system based on the business software package SAP R/3 from SAP AG. Worldwide, SAP integrates our material operating subsidiaries. Our production management personnel are highly qualified and many have engineering degrees.

The consumable products manufactured at QIAGEN GmbH are produced under ISO 9001:1994/EN 46001:1996 standards; we received our certification in January 1999. QIAGEN Instruments AG which produces the majority of our BioRobot® instrumentation product line, received ISO 9001 certification in May 1997. Our ISO 9001 and EN 46001 certifications form part of our ongoing commitment to providing our customers high quality, state-of-the-art products and technologies for the handling, separation and purification of nucleic acids and to the development of our Total Quality Management system.

Our facilities in Hilden, Germany currently occupy approximately 221,000 square feet, some of which is leased pursuant to separate contracts expiring between the years 2004 and 2018, including the lease related to our research and development facility which was completed in the first quarter of 1999. In two separate transactions between July 1997 and February 1998, QIAGEN purchased a parcel of land directly adjacent to our existing German facilities, measuring approximately 549,000 square feet. During 2003, we completed a 115,000 square foot production facility and a 149,000 square foot administration building on this land at a cost of EUR 55.4 (approximately $69.8 million). QIAGEN also leases cGMP production facilities in Germany.

We increased our production capacity with the establishment of a manufacturing and research facility in the United States. In 1999, the North American manufacturing and research and development headquarters, QIAGEN Sciences, Inc. closed the purchase of an 18-acre site for approximately $3.2 million in Germantown,

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Maryland. Construction began in March 2000, and in November 2000 QIAGEN Sciences exercised the option to purchase an additional adjacent lot of approximately 6 acres for $1.2 million. The purchase of this additional lot allows for future expansion of up to 400,000 square feet of facility space. Construction was financed primarily by intercompany loans and long-term bank debt. Early in 2002, construction on the manufacturing portion of the facility was completed at a cost of approximately $57.5 million. The 200,000 square foot Maryland facility consists of several buildings in a campus-like arrangement and is intended to accommodate over 300 employees. The facility construction was completed in the first quarter of 2002 and additional DNA manufacturing space was completed in the second quarter of 2002. Both of these facilities are now in use. Construction of siRNA/RNA research and development lab and production space, as well as additional office space, was completed in the first quarter of 2003 at a cost of approximately $3.9 million. QIAGEN Sciences, Inc. is integrated with our other North American and European subsidiaries through our SAP business information systems and utilizes production-planning, quality management and inventory management modules from SAP in order to increase efficiency.

Our U.S. sales subsidiary located in Valencia, California currently occupies approximately 80,000 square feet. As part of our relocation and restructure, our U.S. sales subsidiary will be moving to a smaller facility in Valencia, California. The new facility, which we expect to fully utilize during the second quarter of 2004, is approximately 30,000 square feet. This lease expires 90 months after occupancy. QIAGEN Operon, Inc., located in Alameda, California, leases approximately 39,000 square feet of office, production and warehouse space. This lease expires in November 2005, with options to extend until November 2010. A further production site in Germany, QIAGEN Operon GmbH, which has an anticipated capacity of 10,000 synthetic oligonucleotides per day, commenced operations in 2001. Our corporate headquarters are located in leased office space in Venlo, The Netherlands. Other subsidiaries throughout the world lease small amounts of space.

We believe that our existing production and distribution facilities can support our planned production needs for the next 36 months. Our production and manufacturing operations are subject to various federal, state, and local laws and regulations including environmental regulations. We believe we do not have any material issues relating to these laws and regulations.

Item 5. Operating and Financial Review and Prospects

This section contains a number of forward-looking statements. These statements are based on current management expectations, and actual results may differ materially. Among the factors that could cause actual results to differ from management s expectations are those described in Risk Factors above, and Business Factors below.

Overview

We produce and distribute biotechnology products, primarily for the separation and purification of nucleic acids (DNA/RNA). We also manufacture and market synthetic nucleic acids as well as related services and products. Additionally, we sell and/or license technologies to others. We believe that we are the world s leading provider of innovative enabling technologies and products for the separation and purification of nucleic acids based on the nature of our products and technologies and as supported by independent market studies. We operate exclusively in the life sciences industry, and develop, manufacture and market a broad portfolio of proprietary technologies and products, which meet the needs of the academic and industrial research markets. Our products enable customers to reliably and rapidly produce high purity nucleic acids without using hazardous reagents or expensive equipment.

We segment our business based on the geographic locations of our subsidiaries. Our reportable segments include research, production and manufacturing facilities in Germany, the United States, Switzerland and Norway, and distribution subsidiaries in the United States, Switzerland, Japan, the United Kingdom and Other Countries (consisting of subsidiaries in Canada, France, Australia, Italy and Austria). Our holding

company is located in The Netherlands. Reportable segments derive revenues from our entire product and service offerings.

Since 1999, we have had compound annual growth of approximately 22% in net sales and 33% in net income. In recent years we have made a number of strategic acquisitions expanding our technology and product offerings. These acquisitions include:

In June 2002, we completed the acquisition of GenoVision A.S. located in Oslo, Norway. GenoVision A.S. was formed in 1998 and has two wholly owned subsidiaries and one majority owned subsidiary. We believe that the acquisition has provided us with unique, automated solutions for the purification of nucleic acids based on GenoVision s proprietary magnetic particle technologies.

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In April 2002, we completed the acquisition of Xeragon, Inc. of Huntsville, Alabama. Established in 2001, Xeragon is a market and technology leader for products and services focusing on synthetic nucleic acids, particularly siRNA.

In March 2001, we completed the acquisition of the Sawady Group of companies located in Tokyo, Japan in a pooling of interests transaction. We believe that the Sawady Group has built a very strong reputation and position as one of the largest suppliers of synthetic nucleic acids in Japan. We believe that the worldwide market for synthetic nucleic acid products is growing rapidly. Subsequent to the acquisition, Sawady was renamed QIAGEN Sciences, K.K.

In 2002 we completed our North American Headquarters in Germantown, Maryland and also completed production and office facilities in Hilden, Germany. In December 2002, we closed the QIAGEN Genomics facility located in Bothell, Washington and relocated certain activities to our recently opened facilities in Germantown, Maryland and Hilden, Germany. In December 2003, we committed to a relocation and restructure plan to more fully utilize our North American Headquarters in Germantown, Maryland and to discontinue certain products. During 2003, we released over 60 new products.

To date, we have funded our growth through internally generated funds, debt and private and public sales of equity securities.

Business Factors

This report contains forward-looking statements that are subject to certain risks and uncertainties. These statements can be identified by the use of forward-looking terminology such as may, will, could, expect, anticipate, estimate, continue or other similar words. Such statement on management s current expectations and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. We caution investors that there can be no assurance that actual results or business conditions will not differ materially from those projected or suggested in such forward-looking statements as a result of various factors, including, but not limited to, the following: risks associated with our expansion of operations, including the acquisition of new companies; variability in our operating results from quarter to quarter; management of growth, international operations, and dependence on key personnel; intense competition; technological change; our ability to develop and protect proprietary products and technologies and to enter into collaborative commercial relationships; our future capital requirements; general economic conditions and capital market fluctuations; and uncertainties as to the extent of future government regulation of our business. As a result, our future development efforts involve a high degree of risk. For further information, refer to the more specific risks and uncertainties discussed under the caption Risk Factors in Item 3 and throughout this Annual Report.

Critical Accounting Policies, Judgments and Estimates

The preparation of our financial statements in accordance with accounting principles generally accepted in the United States requires management to make assumptions that affect the reported amounts of assets, liabilities and disclosure of contingencies as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Critical accounting policies are those that require the most complex or subjective judgments often as a result of the need to make estimates about the effects of matters that are inherently uncertain. Thus, to the extent that actual events differ from management s estimates and assumptions, there could be a material impact to the financial statements. In applying our critical accounting policies, at times we used accounting estimates that either required us to make assumptions about matters that were highly uncertain at the time the estimate was made or it is reasonably likely that changes in the accounting estimate may occur from period to period that would have a material impact on the presentation of our results of operations, financial position or cash flows. Our critical accounting policies are those related to revenue recognition, accounts receivable, investments, goodwill and other intangibles, and income taxes. We reviewed the development, selection, and disclosure of our critical accounting policies and estimates with the Audit Committee of our Supervisory Board.

Revenue Recognition. We recognize revenue in accordance with SEC Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements (SAB 101), as amended by SAB 101A and 101B and as updated by SAB 104. SAB 101 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed and determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) could require management s judgments regarding the fixed nature of the fee charged for services rendered and

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products delivered and the collectibility of those fees. Should changes in conditions cause management to determine that these criteria are not met for certain future transactions, revenue recognized for any reporting period could be adversely affected.

Accounts Receivable. Our accounts receivable are unsecured, and we are at risk to the extent such amounts become uncollectible. We continually monitor accounts receivable balances, and provide for an allowance for doubtful accounts at the time collection may become questionable based on payment history or age of the receivable. Since a significant portion of our customers are funded through academic or government funding arrangements, past history may not be representative of the future. As a result, we may have write-offs of accounts receivable in excess of previously estimated amounts or may in certain periods increase or decrease the allowance beyond historic ranges based on management s current estimates.

Investments. We have equity investments accounted for under the cost method. We periodically review the carrying value of these investments for permanent impairment, considering factors such as the most recent stock transactions, book values from the most recent financial statements, and forecasts and expectations of the investee. Estimating the fair value of these non-marketable equity investments in life science companies is inherently subjective, and if actual events differ from management s assumptions, it could require a write-down of the investment that could materially impact our financial position and results of operations.

In addition, generally accepted accounting principles require different methods of accounting for an investment depending on the level of control that we exert. Assessing the level of control involves subjective judgments. If management s assumptions with respect to control differ in future periods and we therefore have to account for these investments under a method other than the cost method, it could have a material impact to our financial statements.

Goodwill and Other Intangible Assets. We account for acquisitions under the purchase method of accounting, typically resulting in goodwill. Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, requires us to assess goodwill for impairment at least annually in the absence of an indicator of possible impairment and immediately upon an indicator of possible impairment. The statement requires estimates of the fair value of our reporting units. If we determine that the fair values are less than the carrying amount of goodwill recorded, we must recognize an impairment in our financial statements. At December 31, 2003, goodwill and intangible assets totaled $30.1 million and $14.5 million, respectively, and were included in the following segments:

	Goodwill	Intangibles
Germany	**$ 360,000**	**$ 4,623,000**
United States	**3,758,000**	**3,478,000**
Japan	**1,340,000**	
Norway	**24,659,000**	**3,927,000**
Switzerland		**1,738,000**
The Netherlands		**755,000**
Total	**$ 30,117,000**	**$ 14,521,000**

In the fourth quarter 2003, we performed our annual impairment assessment of the goodwill (using data as of September 30, 2003) in our U.S., Japan, Norway and German segments in accordance with the provisions of SFAS No. 142. In testing for potential impairment, we measured the estimated fair value of our reporting units based upon discounted future operating cash flows using a discount rate reflecting our estimated average cost of funds. Differences in assumptions used in projecting future operating cash flows and cost of funds could have a significant

impact on the determination of impairment amounts. In estimating future cash flows, we used our internal budgets. Our budgets were based on recent sales data for existing products, planned timing of new product launches or capital projects, and customer commitments related to new and existing products. These budgets also included assumptions of future production volumes and pricing. We concluded that no impairment existed. Even if our estimates of projected future cash flows were too high by 10%, there would be no impact on the reported value of goodwill at December 31, 2003.

Due to the numerous variables associated with our judgments and assumptions relating to the valuation of the reporting units and the effects of changes in circumstances affecting these valuations, both the precision and reliability of the resulting estimates are subject to uncertainty, and as additional information becomes known, we may change our estimates.

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Income Taxes. The calculation of our tax provision is complex due to the international operations and multiple taxing jurisdictions in which we operate. We have significant deferred tax assets due to net operating losses (NOL) in the United States and other countries, realization of which is not assured and is dependent on generating sufficient taxable income in the future. Although management believes it is more likely than not that we will generate sufficient taxable income to utilize all NOL carryforwards, evaluating the NOL s related to our newer subsidiaries requires us to make estimates that we believe are reasonable, but may also be highly uncertain given that we do not have direct experience with the company or its products and thus the estimates also may be subject to significant changes from period to period as we gain experience. At December 31, 2003, we have recorded a deferred tax asset of $3.2 million for the NOL related to the GenoVision companies, which were acquired in June 2002. To the extent that our estimates of future taxable income are insufficient to utilize all available NOL s, a valuation allowance will be recorded in the provision for income taxes in the period the determination is made, and the deferred tax assets will be reduced by this amount, which could be material. Further, our holding company, located in The Netherlands, has had a history of losses and thus also has a sizeable NOL. Due to the history of losses of the holding company, we have recorded a full valuation allowance against this deferred tax asset. Should the holding company be profitable in the future and lead management to believe that it is more likely than not that we will utilize all or a portion of the NOL, then the estimated realizable value of the deferred tax asset would be recorded and we would provide for taxes at the current tax rate. In the event that actual events differ from management s estimates, or to the extent that these estimates are adjusted in the future, any changes to the valuation allowance could materially impact our financial position and results of operations.

The above listing is not intended to be a comprehensive list of all our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles in the United States, with limited or no need for management s judgment. There are also areas in which management s judgment in selecting available alternatives may or may not produce a materially different result. See our audited consolidated financial statements and notes thereto which begin on page F-1 of this Annual Report on Form 20-F which contain a description of accounting policies and other disclosures required by generally accepted accounting principles in the United States.

Authoritative Pronouncements

In May 2003, the Financial Accounting Standards Board (FASB) issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. SFAS No. 150 requires that certain financial instruments, which under previous guidance were accounted for as equity, must now be accounted for as liabilities. The financial instruments affected include mandatory redeemable stock, certain financial instruments that require or may require the issuer to buy back some of its shares in exchange for cash or other assets and certain obligations that can be settled with shares of stock. SFAS No. 150 is effective for all financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The Company adopted SFAS No. 150 effective July 1, 2003, and the adoption did not have a material impact on its consolidated financial position or results of operations.

In April 2003, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities, which is generally effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. SFAS 149 clarifies under what circumstances a contract with an initial net investment meets the characteristic of a derivative as discussed in SFAS No. 133, clarifies when a derivative contains a financing component, amends the definition of underlying to conform it to the language used in FASB Interpretation No. 45, Guarantor Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others and amends certain other existing pronouncements. The Company has only limited involvement with derivative financial instruments, does not use them for trading purposes and is not a party to any leveraged derivatives. Since the Company s put option contracts do not meet the criteria for hedge accounting, the adoption of SFAS No. 149 did not have an impact on the Company s financial position or results of operations.

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities . This interpretation requires a company to consolidate a variable interest entity if it is designated as the primary beneficiary of that entity even if the company does not have a majority of voting interests. A variable interest entity is generally defined as an entity where its equity is unable to finance its activities or where the owners of the entity lack the risk and rewards of ownership. This statement is effective for variable interest entities created or in which an enterprise obtains an interest after January 31, 2003. The Company had no new interests in variable interest entities in 2003. The statement is effective for

the quarter ended March 31, 2004, for all interests in variable entities acquired before February 1, 2003 The Company is in the process of evaluating the impact of this statement on its financial condition and results of operations.

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Results of Operations

The following table sets forth certain income and expense items as a percentage of net sales for the periods indicated:

	2003	2002	2001
Net sales	**100.0%**	100.0%	100.0%
Cost of sales	**33.8**	32.3	30.2
Cost of sales restructuring	**1.0**		
Gross profit	**65.2**	67.7	69.8
Operating expenses:			
Research and development	**9.1**	9.4	10.1
Sales and marketing	**23.6**	25.1	24.6
General and administrative	**12.0**	14.1	13.7
Relocation and restructure costs	**0.9**	3.6	
Acquisition costs		0.6	1.1
In process research and development		0.4	
Income from operations	**19.6**	14.5	20.3
Other income (expense)	**(0.5)**	(1.5)	1.1
Income before provision for income taxes and minority interest	**19.1**	13.0	21.4
Provision for income taxes	**6.9**	5.2	8.3
Minority interest			
Net income	**12.2%**	7.8%	13.1%

In 2003, excluding the costs related to the relocation and restructure, gross profit would have been 66.2% as a percentage of net sales, operating income would have been 21.5% as a percentage of net sales and net income would have been 13.2% as a percentage of net sales. In 2002, excluding the costs related to the acquisition and closure activities, income from operations would have been 19.0% as a percentage of net sales, and net income would have been 11.2%, as a percentage of net sales. In 2001, without the $3.0 million acquisition charge related to our acquisition of the Sawady Group of companies, income from operations would have been 21.4% and net income would have been 13.7%, as a percentage of net sales. These alternative measurements are not calculated in accordance with generally accepted accounting principles (GAAP) and exclude approximately $3.6 million from cost of sales in 2003 and approximately $3.0 million, $13.6 million and $3.0 million from operating expenses in 2003, 2002 and 2001, respectively, from the same measures calculated in accordance with GAAP. These non-GAAP measures are provided in addition to, and not as a substitute for, or superior to, the measures provided in the table above prepared in accordance with GAAP. Management believes that the presentation of these non-GAAP financial measures, when considered in conjunction with the directly comparable GAAP financial measures in the table above, provides useful information to investors by permitting additional relevant period-to-period comparisons of the historical operations of QIAGEN.

Fiscal Year Ended December 31, 2003 compared to 2002

Net Sales

In 2003, net sales increased 18% to $351.4 million from $298.6 million in 2002. Net sales in the United States decreased to $154.4 million in 2003 from $156.0 million in 2002, and net sales outside the United States increased to $197.0 million in 2003 from $142.6 million in 2002.

Net sales within the United States decreased primarily as a result of the December 2002 closure of the QIAGEN Genomics facility in Seattle. In 2002, QIAGEN Genomics had reported sales of $2.5 million. Following the December 2002 closure, we reduced the resources dedicated to genomics services resulting in lower sales. Net sales at QIAGEN, Inc., located in Valencia, California were overall unchanged, but QIAGEN Inc. continued to experience lower prices on the sale of synthetic DNA products due to greater price competition in the synthetic DNA market. Net sales at GenoVision Inc., which was acquired in the second quarter of 2002 as part of the acquisition of GenoVision A.S. and is located in Philadelphia, were $3.2 million compared to reported sales of $1.8 million in the second half of 2002.

Outside of the United States, the increase in net sales was primarily due to strong growth at QIAGEN GmbH, located in Germany, which reported an increase of 41% ($20.3 million), QIAGEN Inc., located in Canada, which reported an increase of 83% ($6.1 million), and QIAGEN Ltd., located in England, which

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reported an increase of 28% ($5.4 million). Net sales in Japan, which include the results of QIAGEN K.K. and QIAGEN Sciences, K.K. (formerly Sawady) increased 16% ($5.7 million) in 2003 compared to 2002.

While unit sales of consumable products increased during the year, we expect a slower rate of sales growth for the range of products designed for large-scale plasmid DNA applications as the market for such products matures. We regularly introduce new products in order to extend the life of our existing product lines as well as to address new market opportunities. During 2003, we released over 60 new products including the LiquiChip Actovated Beads which enable efficient covalent immobilization of antibodies and other thiol-containing biomolecules in xMap protein assays. The BioRobot® EZ1, M48 and M96 workstations deliver automation for low- to medium-throughput applications. The BioRobot EZ1 and EZ1 kits provide easy, automated purification of nucleic acids from 1-6 clinical samples for a wide range of sample types. BioRobot M48 and M96 workstations operate with the MagAttract® kits for fully automated nucleic acid purification from 6-48 or 8-96 clinical samples. Other specialized BioRobot systems were introduced for gene expression analysis, genotyping, and plant sciences. We launched validated, ready-to-use QuantiTect® Gene Expression Assays, for real-time RT-PCR analysis of a constantly expanding range of genes, and QuantiTect Custom Assays, for any target of choice. Our RNeasy® product line now includes new kits for difficult-to-lyse samples. The new RNeasy Micro Kit and QIAamp® DNA Micro Kit enable purification of RNA and DNA from very small samples. The RNeasy MinElute Cleanup Kit is designed for RNA cleanup and sample concentration. New products for gene silencing in 2003 include 4-for-Silencing siRNA Duplexes for guaranteed, efficient gene silencing. HPP (high performance purity) Grade siRNA enables highly efficient gene silencing. RNAiFect Transfection Reagent and the RNAi Starter Kit facilitate transfection of siRNA into eukaryotic cells. New human and mouse Array-Ready Oligo Sets were launched along with a large number of new animal, bacteria, and plant species, including the first Array-Ready Oligo Sets for the grape genome.

Changes in exchange rates continued to affect the growth rate of net sales for the year ended December 31, 2003. A significant portion of our revenues is denominated in European Union euros. Using identical foreign exchange rates for both years, net sales would have increased approximately 12% as compared to the reported increase of 18% for the year ended December 31, 2003. See Currency Fluctuations.

Gross Profit

Gross profit was $229.0 million or 65% of net sales in the year ended December 31, 2003 as compared to $202.1 million or 68% of net sales in 2002. The absolute dollar increase is attributable to the increase in net sales partially offset by the currency impact of the stronger euro. Gross profit was negatively impacted by the currency effect of the stronger euro, since a significant portion of our production is based in Germany, while a significant portion of our sales is in the United States. Gross profit was also negatively impacted by a charge of $3.6 million in December 2003, as part of our relocation and restructure plan, related to the write-down of inventory which is part of a product line that we will not sell in the future. Additionally, gross profit was negatively impacted by manufacturing costs incurred at our production facilities in Germantown, Maryland and Hilden, Germany, which began production operations in the second quarter of 2002 and fourth quarter of 2002, respectively. These facilities added additional production capacity, which resulted in increased fixed production costs. These higher fixed costs will continue to be a cost of production in the future.

Research and Development

Research and development expenses increased 13% to $31.8 million (9% of net sales) in 2003 compared with $28.2 million (9% of net sales) in 2002. Using identical foreign exchange rates for both years, research and development expenses decreased approximately 2%. We expanded our German research facility late in 2002, which resulted in increased costs related to research and development in 2003 compared to 2002. Our U.S. facility located in Germantown, Maryland includes limited research and development activities. As we continue to expand our research activities and product development capabilities, additional research and development expense will be incurred related to facility costs and employees engaged in our research and development efforts. We have a strong commitment to research and development and anticipate that absolute

research and development expenses may increase significantly.

Sales and Marketing

Sales and marketing expenses increased 11% to $83.0 million (24% of net sales) in 2003 from $75.1 million (25% of net sales) in 2002. Using identical exchange rates for both years, sales and marketing expenses increased approximately 3%. Sales and marketing costs are primarily associated with personnel, commissions, advertising, trade shows, publications, freight and logistics expenses and other promotional items. We anticipate that selling and marketing costs will continue to increase along with new product introductions and continued growth in sales of our products.

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General and Administrative

General and administrative expenses increased 1% to $42.3 million (12% of net sales) in 2003 from $42.0 million (14% of net sales) in 2002. Using identical foreign exchange rates for both years, general and administrative expenses decreased approximately 7%. General and administrative expenses primarily represent the costs required to support our administrative infrastructure that continues to expand along with our growth, offset by our recent efforts to lower costs. These efforts include the 2002 closure of our Seattle facility and the implementation of a cost reduction program related to our synthetic DNA business.

Relocation and Restructure Costs

In December 2003, we committed to a relocation and restructure plan. The plan includes the relocation of our North American marketing and sales operations from Valencia, California to Germantown, Maryland in order to utilize the capacity of our North American Headquarters. Additionally, we decided to refocus resources dedicated to certain products related to our microarray business and accordingly discontinued certain products. We expensed approximately $3.6 million to cost of sales for the write-down of inventories and approximately $1.5 million to operating expenses related to relocating employees, severance for employees who will not be relocating and the write-off of investments. Additionally, in 2003 approximately $1.6 million of costs were incurred to complete the closure of the QIAGEN Genomics site in Bothell, Washington, mainly lease related costs.

During December 2002, we decided to close the QIAGEN Genomics site in Bothell, Washington and to relocate several of the site s activities to other locations, mainly to our facilities in Germantown, Maryland and Hilden, Germany. The closure and relocation was completed in the second quarter of 2003 and is expected to contribute to our future profitability as a result of lower operating costs. As a result of the closure and related re-focus of this business, we recorded a charge, in December 2002, of approximately $10.8 million primarily consisting of: severance and other costs of $2.7 million, and non-cash write offs of facilities and equipment and other assets of $4.7 million and of intangible assets, including developed technology and goodwill, of $3.2 million.

Other Income (Expense)

Other expense was $1.6 million in 2003 compared to $4.3 million in 2002. This decrease in expense was mainly due to increased research and development grant income and a net gain on foreign currency transactions in 2003 compared to a net loss in 2002, partially offset by higher interest expense and loss from equity method investees in 2003.

In 2003, research and development grant income from European as well as German state and federal government grants increased to $2.2 million from $801,000 in 2002. We conduct significant research and development activities in Germany, and expect to continue to apply for such research and development grants in the future.

We recorded a gain from foreign currency transactions of $1.1 million in 2003 as compared to a loss of $2.2 million in 2002. The gain from foreign currency transactions reflects net effects from conducting business in currencies other than the U.S. dollar. QIAGEN N.V. s functional currency is the U.S. dollar and its subsidiaries functional currencies are the European Union euro, the British pound, the Swiss franc, the U.S. dollar, the Australian dollar, the Canadian dollar, the Japanese yen and the Norwegian krone. See Currency Fluctuations under Item 11 Quantitative and Qualitative Disclosures About Market Risk .

For the year ended December 31, 2003, interest income increased to $1.3 million from $1.2 million in 2002. Interest income is derived from our investment of funds in investment grade, interest-bearing marketable securities and from cash balances. As of December 31, 2003, we had approximately $6.5 million invested in marketable securities. The weighted average interest rates on the marketable securities portfolio ranged from 1.37 % to 1.46% in 2003, compared to 1.93% to 2.22% in 2002.

Interest expense increased to $4.6 million in 2003 compared to $2.6 million in 2002. Interest costs increased primarily as a result of our additional long-term borrowings related to facility construction.

In 2003, we recorded net losses from an equity method investee of $1.8 million compared to $1.3 million in 2002. The 2003 loss represents our share of losses from our equity investment in PreAnalytiX. The first product of PreAnalytiX, the PAXgene Blood RNA System was launched in April 2001. In August 2002, PreAnalytiX announced that they had been successful in forming agreements with pharmaceutical companies including GlaxoSmithKline for the use of the PreAnalytiX system. In October 2003, PreAnalytiX announced a collaborative effort with Affymetrix, Inc. to improve gene expression results from whole blood RNA samples. We sell certain products directly as joint venture products and certain products are sold via protocols. The joint venture entity itself, PreAnalytiX GmbH, is expected to report net losses for our fiscal year 2004. As previously

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disclosed, we intend to continue to make strategic investments in complementary businesses as the opportunities arise. Accordingly, we may continue to record losses on equity investments in start-up companies based on our ownership interest in such companies.

Provision for Income Taxes

Our effective tax rate decreased to 36% in 2003 from 41% in 2002. Our operating subsidiaries are exposed to effective tax rates ranging from approximately 8% to approximately 52%. Fluctuation in the distribution of pre-tax income among these entities can lead to fluctuations of the effective tax rate in our consolidated financial statements. Further, we received a tax benefit in 2003 related to the closure of QIAGEN Genomics in 2002.

Fiscal Year Ended December 31, 2002 compared to 2001

Net Sales

In 2002, net sales increased 13% to $298.6 million from $263.8 million in 2001. Net sales in the United States increased to $156.0 million in 2002 from $142.4 million in 2001, and net sales outside the United States increased to $142.6 million in 2002 from $121.4 million in 2001.

Net sales within the United States increased primarily due to increased product sales at QIAGEN, Inc., located in Valencia, California. QIAGEN, Inc. reported an increase in net sales of 14% (or $15.4 million) during 2002 over 2001, offset by lower sales at QIAGEN Operon, Inc. located in Alameda. Net sales at QIAGEN Operon decreased 12% (or $3.2 million) in 2002 compared to 2001. The decrease in net sales at Operon was primarily the result of higher sales discounts due to greater price competition in the synthetic DNA market. Further, GenoVision Inc., which was acquired in the second quarter of 2002 and is located in Philadelphia, reported sales of $1.8 million in the second half of 2002.

Outside of the United States, the increase in net sales was primarily due to strong growth at QIAGEN GmbH, located in Germany, which reported an increase of 18% ($7.3 million), QIAGEN Ltd., located in England, which reported an increase of 18% ($3.0 million), and QIAGEN K.K., located in Japan, which reported an increase of 16% ($1.4 million) for 2002 compared to 2001. Additionally, GenoVision A.S. Vertriebs-GmbH, which was acquired in the second quarter of 2002 and is located in Austria, reported sales of $3.0 million in the second half of 2002.

While unit sales of consumable products increased during the year, we expected a slower rate of sales growth for the range of products designed for large-scale plasmid DNA applications as the market for such products matured. We regularly introduce new products in order to extend the life of ourexisting product lines as well as to address new market opportunities. During 2002, we released over 25 new products including the LiquiChip Protein Suspension Array System, providing multiplex, bead-based protein assays. In addition, uncharged NTA Agarose and NTA Superflow were developed for efficient metal binding and purer protein preparations. The SensiChip DNA Array System (developed by QIAGEN and Zeptosens AG) provided complete microarray solutions and the QIAGEN® HiLight Array Detection System used non-fluorescent Resonance Light Scattering (RLS) Technology for highly sensitive array detection. The BioRobot® MDx was introduced for molecular diagnostics research applications, and the QIAamp® Virus BioRobot MDx Kit and QIAamp DNA Blood BioRobot MDx Kits were specifically designed for use on the new workstation. QIAamp MinElute Virus Spin and Vacuum Kits were also developed for efficient purification of viral RNA and DNA from plasma, serum, and cell-free body fluids in low elution volumes for highly concentrated nucleic acids. RNA*later* TissueProtect Tubes were launched for stabilization and protection of RNA in tissues. Among our new products for PCR were the QIAGEN

Multiplex PCR Kit, developed for fast and efficient multiplex PCR and the QIAGEN A-Addition Kit for efficient modification of blunt-ended PCR products. The following new Array-Ready Oligo Sets were also launched: the *C. elegans* Genome Oligo Set Version 1.0, the Arabidopsis Genome Oligo Set Version 1.0, and the Human Signal Transduction Subset. In addition, the Cancer siRNA Oligo Set was launched for gene silencing applications, which was the first set of disease-specific siRNAs for the life sciences market.

Changes in exchange rates continued to affect the growth rate of net sales for the year ended December 31, 2002. A significant portion of our revenues were denominated in European Union euros. Using identical foreign exchange rates for both years, net sales would have increased approximately 12% as compared to the reported increase of 13% for the year ended December 31, 2002. See Currency Fluctuations.

Gross Profit

Gross profit was $202.1 million or 68% of net sales in the year ended December 31, 2002 as compared to $184.1 million or 70% of net sales in 2001. The absolute dollar increase was attributable to the increase in net

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sales. Our separation and purification consumable products carry a higher gross profit than many of our other products, such as instrumentation and synthetic nucleic acid products. Therefore, increased revenues from instrumentation and synthetic nucleic acid products as a percentage of net sales, coupled with lower prices achieved on synthetic nucleic acids, contributed to decreased gross profit margin in 2002. Additionally, gross profit was partially impacted by manufacturing overhead incurred at our new Germantown, Maryland manufacturing facility, which could not be fully offset by revenues due to lower than expected sales levels. We continued to develop additional instrumentation products to meet the needs of the molecular diagnostic and genomics markets and anticipated future increases in sales of instrumentation products. New instrumentation products introduced in 2002 included the BioRobot MDx, the LiquiChip Workstation and the SensiChip Array Detection System, and accessories such as the BioRobot RapidPlate and the BioRobot Twister Robotic Arm Systems. In the synthetic DNA market there was greater price competition, resulting in greater discounts, and as a result the gross margins on these products were lower in 2002 than compared to 2001.

Research and Development

Research and development expenses increased 5% to $28.2 million (9% of net sales) in 2002 compared with $26.8 million (10% of net sales) in 2001. The GenoVision companies, which were acquired late in the second quarter of 2002, reported research and development expenses of $1.5 million in the second half of 2002. As we continue expansion of our research and development facilities and new product development capabilities, additional research and development expense will be incurred related to facility costs and obtaining and retaining employees for the research and development efforts. QIAGEN s new U.S. facility located in Germantown, Maryland will eventually include research and development activities. We have a strong commitment to research and development, as demonstrated by the recent expansion of our German research facility along with our new U.S. facility, and anticipate that absolute research and development expenses may increase significantly.

Sales and Marketing

Sales and marketing expenses increased 16% to $75.1 million (25% of net sales) in 2002 from $64.8 million (25% of net sales) in 2001. Increased sales and marketing costs were primarily associated with personnel, commissions, advertising, trade shows, publications, freight and logistics expenses and other promotional items. Additionally, we began amortizing the costs of a Customer Relationship Management system (CRM) which was launched during the first quarter of 2002. Sales and marketing expenses attributed to QIAGEN Sciences, Inc., which commenced operations in 2002, totaled $2.5 million in 2002. We anticipate that selling and marketing costs will continue to increase along with new product introductions and continued growth in sales of our products.

General and Administrative

General and administrative expenses increased 17% to $42.0 million (14% of net sales) in 2002 from $36.0 million (14% of net sales) in 2001. This absolute dollar increase primarily represented the increased costs required to support our administrative infrastructure that continued to expand along with our growth. General and administrative expenses attributed to QIAGEN Sciences, Inc., which commenced operations in 2002, totaled $5.0 million in 2002 compared to $2.4 million in 2001. General and administrative costs were also higher at QIAGEN Instruments ($3.0 million in 2002 compared to $2.1 million in 2001) primarily as a result of higher operating costs related to a recently expanded facility. The GenoVision companies and Xeragon, which were acquired in the second quarter of 2002, reported general and administrative expenses of $656,000 and $555,000, respectively, in the second half of 2002.

Acquisition and Related Costs

On June 14, 2002, QIAGEN completed the acquisition of GenoVision A.S. located in Oslo, Norway. In connection with this merger, we recorded acquisition costs of approximately $2.8 million, which included $1.2 million of in-process research and development and $1.6 million for equipment impairment.

On March 31, 2001, QIAGEN acquired the Sawady Group of companies located in Tokyo, Japan. Acquisition and related charges totaled approximately $3.0 million, which included approximately $1.0 million of direct transaction costs (primarily legal and other professional fees) and approximately $2.0 million primarily relating to the relocation, closure and elimination of leased facilities, such as duplicate field offices.

Relocation and Restructure Costs

During December 2002, we decided to close the QIAGEN Genomics site in Bothell, Washington and to relocate several of the site s activities to other locations, mainly to our recently opened facilities in Germantown,

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Maryland and Hilden, Germany. The closure and relocation was completed in the second quarter of 2003 and is expected to contribute to our future profitability as a result of lower operating costs. While QIAGEN closed its Bothell facility, the Masscode intellectual property will continue to serve as an important technology base for tagging nucleic acids and proteins. QIAGEN also shifted its focus from selling the benefits of this technology as a service to supporting its technology access partners in the United States and Japan with the products and accessories necessary to ensure ongoing functionality of their SNP genotyping systems. As a result of the closure and related re-focus of this business, we recorded a one-time charge of approximately $10.8 million consisting of: severance and other costs of $2.7 million, and non-cash write offs of facilities and equipment and other assets of $4.7 million and of intangible assets, including developed technology and goodwill, of $3.2 million.

Other Income (Expense)

Other expense was $4.3 million in 2002 compared to other income of $2.8 million in 2001. This increase in expense was mainly due to increased interest expense and losses on foreign currency transactions, along with lower interest income, research and development grant income and miscellaneous income.

Interest expense increased to $2.6 million in 2002 compared to $991,000 in 2001. Interest costs increased primarily as a result of our additional long-term borrowings related to new facility construction and were partially offset in 2001 by the capitalization of interest related to the new German and U.S. facility construction in accordance with Financial Accounting Standard No. 34.

We recorded a loss from foreign currency transactions of $2.2 million in 2002 as compared to a gain of $31,000 in 2001. The loss from foreign currency transactions reflected net effects from conducting business in currencies other than the U.S. dollar. QIAGEN N.V. s functional currency is the U.S. dollar and its subsidiaries functional currencies are the European Union euro, the British pound, the Swiss franc, the U.S. dollar, the Australian dollar, the Canadian dollar, and the Japanese yen. The increase in 2002 over 2001 was primarily from a loss in the second quarter of 2002 due to unsettled intercompany balances with QIAGEN Sciences, which began operations during the second quarter. See Currency Fluctuations under Item 11 Quantitative and Qualitative Disclosures About Market Risk .

For the year ended December 31, 2002, interest income decreased to $1.2 million from $1.8 million in 2001. Interest income was derived mainly from our investment of funds in investment grade, interest-bearing marketable securities. As of December 31, 2002, we had approximately $11.5 million invested in such securities. The weighted average interest rates on the marketable securities portfolio ranged from 1.93% to 2.22% in 2002, compared to 4.48% to 5.75% in 2001.

In 2002, research and development grant income from European as well as German state and federal government grants decreased to $801,000 from $1.5 million in 2001. We conducted significant research and development activities in Germany, and expect to continue to apply for such research and development grants in the future.

We had miscellaneous expense of $247,000 in 2002 compared to miscellaneous income of $1.9 million in 2001. The higher income of 2001 was primarily due to the approximate $1.4 million gain on the sale of a financial asset in the second quarter of 2001.

In 2002, we recorded net losses from an equity method investee of $1.3 million compared to $1.4 million in 2001. The 2002 loss represented our share of losses from our equity investment in PreAnalytiX. The first product of PreAnalytiX, the PAXgene Blood RNA System was launched in April 2001. In August 2002, PreAnalytiX announced that they had been successful in forming agreements with pharmaceutical companies

including GlaxoSmithKline for the use of the PreAnalytiX system. The joint venture entity itself, PreAnalytiX GmbH, was expected to report net losses for our fiscal year 2003. As previously disclosed, we intend to continue to make strategic investments in complementary businesses as the opportunities arise. Accordingly, we may continue to record losses on equity investments in start-up companies based on our ownership interest in such companies.

Provision for Income Taxes

Our effective tax rate increased to 41% in 2002 from 39% in 2001. Our operating subsidiaries are exposed to effective tax rates ranging from approximately 8% to approximately 42%. Fluctuation in the distribution of pre-tax income among these entities can lead to fluctuations of the effective tax rate in our consolidated financial statements. Further, the increase is partially due to the lack of a tax benefit associated with the costs related to recent acquisitions, including in process research and development and the current year expense of developed technology acquired during the year. Further, the impairment charges of goodwill and intangibles recorded in

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connection with the closure of QIAGEN Genomics did not have a tax benefit. Without the acquisition and closure costs in 2002, our effective tax rate would have been 37%.

Minority Interest

The minority interest expense of $5,000 represents the minority position of Particles Solutions A.S., which is 60%, owned by GenoVision A.S. We acquired GenoVision A.S. on June 14, 2002.

Previously, we had a 60 percent interest in our Japanese subsidiary, QIAGEN K.K. We acquired the minority shareholders interest in QIAGEN K.K. during the first quarter of 2001. The minority interest in income of $8,000 in 2001 represents the last month of the minority interest s share in income at QIAGEN K.K.

Liquidity and Capital Resources

To date, we have funded our business primarily through internally generated funds, debt and the private and public sales of equity. As of December 31, 2003 and December 31, 2002, we had cash and cash equivalents of $99.0 million and $44.9 million, respectively, and investments in current marketable securities of $6.5 million and $11.5 million, respectively. Cash and cash equivalents are primarily held in U.S. dollars, other than those cash balances maintained in the local currency of the subsidiary to meet local working capital needs. At December 31, 2003, cash and cash equivalents had increased by $54.1 million over December 31, 2002 primarily due to cash provided by operating activities of $64.1 million, offset by cash used in investing activities of $14.1 million and cash used in financing activities of $1.9 million. Marketable securities consist of investments in high-grade corporate securities. At December 31, 2003, current marketable securities had decreased to $6.5 million from $11.5 million due to the sale of certain securities, mostly in the fourth quarter of 2003. As of December 31, 2003 and December 31, 2002, we had working capital of $163.6 million and $111.6 million, respectively.

For the years ended December 31, 2003 and 2002, we generated net cash from operating activities of $64.1 million and $36.7 million, respectively. Cash provided by operating activities increased in the year ended December 31, 2003 compared to 2002 primarily due to higher net income and a lower increase in inventories offset by an increase in other assets related to new genome array sets manufactured at QIAGEN Sciences, Inc. and decreases in accounts payable and taxes payable. Inventories increased to $65.2 million at December 31, 2003 from $56.1 million at December 31, 2002, primarily due to exchange rate fluctuations of $7.0 million. Since we rely heavily on cash generated from operating activities to fund our business, a decrease in demand for our products or significant technological advances of competitors would have a negative impact on our liquidity.

Approximately $14.1 million of cash was used in investing activities during 2003, compared to $64.8 million in 2002. Investing activities during the year ended December 31, 2002 consisted principally of the purchases of property and equipment in connection with the expansion of our production operations in the U.S. and Germany, and cash paid for acquisitions. The capital investment programs were completed at the end of 2002, and as a result, we believe that cash flow required for capital investing will continue to decrease.

Financing activities used $1.9 million in cash during 2003, compared to providing $6.1 million in 2002. Cash used during the year was primarily the result of the repayment of short and long-term debt partially offset by borrowings.

We have credit lines totaling $11.2 million at variable interest rates none of which was utilized as of December 31, 2003. Additionally, we have capital lease obligations in the amount of $15.0 million. We also carry $108.4 million of long-term debt that consists of three notes payable. Two of the notes are at variable rates with $6.3 million due in May 2004 and the remainder of approximately $93.2 million due in July 2005. The third note is at a fixed rate of 3.75% due in semi-annual payments of EUR 639,000 through March 2009.

Future contractual cash obligations resulting from long-term debt, capital leases and operating leases, commercial commitments (including lines of credit and purchase commitments) and other commitments are as follows:

Contractual obligations

(in thousands)	Total	2004	2005	2006	2007	2008	Thereafter
Long-term debt	$ 108,353	$ 7,909	$ 94,809	$ 1,610	$ 1,610	$ 1,610	$ 805
Capital lease obligations	22,345	1,985	1,830	1,562	1,415	1,415	14,138
Operating leases	16,977	5,930	3,320	1,342	1,036	839	4,510
Lines of credit							
Purchase obligations	15,717	13,943	974	400	400		
Total contractual cash obligations	$ 163,392	$ 29,767	$ 100,933	$ 4,914	$ 4,461	$ 3,864	$ 19,453

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We believe that funds from operations, together with the proceeds from our public and private sales of equity, and availability of financing facilities as needed, will be sufficient to fund our planned operations and expansion during the coming year.

QIAGEN N.V. s functional currency is the U.S. dollar and its subsidiaries functional currencies are primarily the local currency of the respective countries in which they are headquartered, in accordance with Statement of Financial Accounting Standard No. 52, Foreign Currency Translation . All amounts in the financial statements of entities whose functional currency is not the U.S. dollar are translated into U.S. dollar equivalents at exchange rates as follows: (1) assets and liabilities at period-end rates, (2) income statement accounts at average exchange rates for the period, and (3) components of shareholders equity at historical rates. Translation gains or losses are recorded in shareholders equity, and transaction gains and losses are reflected in net income. The net gain or loss on foreign currency transactions was a gain of $1.1 million in 2003, a loss of $2.2 million in 2002, and a gain of $31,000 in 2001 and is included in other income.

Item 6. Directors, Senior Management and Employees

Supervisory Directors and Managing Directors are appointed annually for the period beginning on the date following the Annual General Meeting up to and including the date of the Annual General Meeting held in the following fiscal year. Effective January 1, 2004, we implemented a new management structure designed to provide continued strong leadership of the Company. Dr. Metin Colpan, who had served the Company as Managing Director and Chief Executive Officer transitioned his role to Senior Technology Advisor. He will continue his Board involvement as a Supervisory Director. Mr. Peer Schatz, who has been a Managing Director and Chief Financial Officer for the past 11 years has been appointed Chief Executive Officer and Chairman of the Management Board. Mr. Roland Sackers, Chief Financial Officer has been appointed Deputy Managing Director. Dr. Joachim Schorr, Senior Vice President, Research and Development, and Mr. Bernd Uder, Senior Vice President, Sales and Marketing have both been nominated as members of the Managing Board.

Our Supervisory Directors, Managing Directors and executive officers, and their ages as of February 3, 2004, are as follows:

Managing Director, Deputy Managing Director, and Managing Director Nominees:

Name	Age	Position
Peer M. Schatz	38	Managing Director, Chief Executive Officer
Roland Sackers	35	Deputy Managing Director, Chief Financial Officer
Dr. Joachim Schorr	43	Managing Director Nominee, Senior Vice President, Research and Development
Bernd Uder	46	Managing Director Nominee, Senior Vice President, Sales and Marketing

Supervisory Board Members:

Name	Age	Position
Prof. Dr. Detlev H. Riesner(1)	62	Chairman of the Supervisory Board, Supervisory Director
Dr. Heinrich Hornef(2)	72	Deputy Chairman of the Supervisory Board, Supervisory Director
Dr. Metin Colpan	49	Supervisory Director
Jochen Walter(2)	56	Supervisory Director

Dr. Franz A. Wirtz(1)	71	Supervisory Director
Erik Hornnaess(2)	66	Supervisory Director
Prof. Dr. Manfred Karobath	63	Supervisory Director

Prof. Dr. jur Carsten P. Claussen was appointed as non-voting Special Advisor to the Supervisory Board and Honorary Chairman in 1999.

(1) Member of the Compensation Committee.
(2) Member of the Audit Committee.

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We also formed a new Executive Committee, effective January 1, 2004, comprised of our most senior executives responsible for our core functions on a global basis. The Executive Committee is led by Mr. Schatz, and is the management group that establishes our strategic and operational direction. The Managing Board represents the Executive Committee in the Supervisory Board Meetings.

The following is a brief summary of the background of each of the Supervisory Directors, Managing Director, Deputy Managing Director, Managing Director Nominees and the Honorary Chairman. Supervisory Directors and Managing Directors are appointed annually for the period beginning on the day following the Annual General Meeting up to and including the date of the Annual General Meeting held in the following fiscal year.

Peer M. Schatz joined the Company in 1993 and has been Chief Executive Officer since January 1, 2004. Between 1993 and 2003 he was Chief Financial Officer and became a Managing Director in 1998. Mr. Schatz was previously a partner in a private management buyout group in Switzerland and worked in finance and systems positions in Sandoz, Ltd. and Computerland AG as well as in finance, operations, management and sales positions in various start-up companies in the computer and software trading industry in Europe and the United States. Mr. Schatz graduated from the University of St. Gall, Switzerland, with a Master s degree in Finance in 1989 and obtained an M.B.A. in Finance from the University of Chicago Graduate School of Business in 1991. Mr. Schatz also serves in the capacities of Vice Chairman, Audit Committee Chairman and Compensation Committee member to Evotec OAI AG and as director to Mulligan BioCapital AG and is a member of the Advisory Board (Börsenrat) of the Frankfurt Stock Exchange.

Roland Sackers joined the Company in 1999 and has been Chief Financial Officer and Deputy Managing Director since January 1, 2004. Between 1999 and 2003 he was Vice President Finance of the Company. Between 1995 and 1999 Mr. Sackers acted as an auditor with Arthur Andersen Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft. Mr. Sackers graduated from the Westfälische Wilhelms-Universität Münster, Germany with an M.B.A. Mr. Sackers has been a member of the Supervisory Board of IBS AG since 2002 and a member of the Audit Committee of IBS AG since 2003.

Dr. Joachim Schorr joined the Company in 1992 and has been Senior Vice President Research & Development since January 1, 2004. He has also been nominated as a Managing Director. Initially, Dr. Schorr served the Company as Project Manager and later had responsibilities as Business Unit Manager. In 1999 Dr. Schorr became Vice President Research & Development with the responsibility for the world-wide QIAGEN R&D activities. Before joining QIAGEN Dr. Schorr worked for the pharmaceutical company Hoechst AG on the development of oral malaria vaccines and was awarded with the IHK research award in 1991. Dr. Schorr holds a Ph.D. in Molecular Biology and Virology, which he received at the University of Cologne. Dr. Schorr is a co-founder and a Board Member of Coley Pharmaceuticals, EnPharma Pharmaceuticals and QBM Cell Sciences.

Bernd Uder joined QIAGEN in 2001 as Vice President Sales & Marketing and has been Senior Vice President Sales & Marketing since January 1, 2004. He has also been nominated as a Managing Director. Between 1987 and 2001, Mr. Uder gained wide experience in building up and coordinating world-wide distribution networks as Vice President European Biolab Sales & Marketing with Pharmacia and Vice President global e.business with Amersham Pharmacia Biotech. Today Mr. Uder is managing QIAGEN s world wide sales and marketing and commercial operations.

Professor Dr. Detlev H. Riesner is a co-founder of QIAGEN. He has been on the Company s Supervisory Board since 1984 and was appointed Chairman of the Supervisory Board in 1999. Professor Riesner has held the Chair of Biophysics at the Heinrich-Heine-University in Düsseldorf since 1980. In 1996, he was also appointed to the position of Vice President of Research, and in 1999, he was nominated Director of Technology at the University of Düsseldorf. Prior to that he was Professor of Biophysical Chemistry at the Darmstadt Institute of Technology and, from 1975 to 1977, Lecturer of Biophysical Chemistry at Hannover Medical School. He has held guest professorships at the Institute of Microbiology, Academia Sinica, Beijing, and the Department of Neurology at the University of California, San Francisco. He received his M.S. in Physics

from Hannover Institute of Technology and his Ph.D. from the University of Braunschweig, with post-graduate work at Princeton University. Professor Riesner is also either a member of the supervisory board or a director of New Lab Bioquality AG, Erkrath; AC Immune S.A., Lausanne and Neuraxo GmbH, Düsseldorf.

Dr. Heinrich Hornef has been on the Company s Supervisory Board since 2000 and was appointed Deputy Chairman of the Supervisory Board and Audit Committee Chairman in 2001. He is a member of the supervisory board of the pharmaceutical company Merck KGaA as well as a member of the partners counsel of E. Merck,

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both in Darmstadt, Germany. He also serves as a deputy chairman on the board of Heidelberg Innovation GmbH, a biotechnology and life-science venture capital company in Heidelberg, Germany and as chairman of the advisory board of m-phasys GmbH, Tuebingen. Prior to his retirement in December 1996, Dr. Hornef served as CFO of Boehringer Mannheim GmbH (1973-1991), as CFO of the Berlin-based Treuhandanstalt, the privatization agency in East-Germany (1992-1994), and as president of its successor organization, BvS (1995-1996).

Dr. Metin Colpan is a co-founder of the Company and had been Chief Executive Officer and a Managing Director from 1985 through 2003. Dr. Colpan obtained his Ph.D. and M.Sc. in Organic Chemistry and Chemical Engineering from the Darmstadt Institute of Technology in 1983. Prior to founding QIAGEN, Dr. Colpan was an Assistant Investigator at the Institute for Biophysics at the University of Düsseldorf. Dr. Colpan has had wide experience in separation techniques and in the separation and purification of nucleic acids in particular, and has filed many patents in the field. Dr. Colpan currently serves as a supervisory board member of GPC Biotech AG, Ingenium Pharmaceuticals AG, each in Munich, Germany and Omnitron AG, in Darmstadt, Germany.

Jochen Walter joined the Supervisory Board of QIAGEN in 1988 and has served on the Audit Committee since 1996. Since 1985, Mr. Walter has been the Managing Director of RBS GmbH (previously called Innovatives Düsseldorf), a venture capital company, which was the management company for S-Kapitalbeteiligungsgesellschaft Düsseldorf, mbH. Since 1968, he has been involved in a wide range of management positions in commercial banking. Mr. Walter holds a diploma in banking management from the Banking Institute in Bonn. Mr. Walter currently serves in the capacities of supervisory board member of RBB Management AG and managing director of UCV Unternehmensberatung- und Beteiligungsgesellschaft mbH, Meerbusch, Germany. He has also served in the capacities of supervisory board member of Rhein Biotech N.V., TRAPO AG, and NETEC AG; advisory board member of RBB Regionale Beteiligungs-u. Beratungsgesellschaft der Sparkassen, der Oberlausitz/Niederschlesien u. der Saechsischen Schweiz mbH; management board member of BVK Bundesverband Deutscher Kapitalbeiligungsgesellschaften-German Venture Capital Association e.V.; and management director and general manager of S-Kapitalbeteiligungsgesellschaft Düsseldorf, mbH.

Dr. Franz A. Wirtz has been a member of QIAGEN s Supervisory Board since 1989. Dr. Wirtz was Managing Director of Grünenthal GmbH, Aachen/Germany, a large, private pharmaceutical company from 1962-1997 and a member of its Advisory Board from 1998-2001. He is Chairman of Paion GmbH, Stolberg and Vice Chairman of Dasgip AG, Jülich, two young German biotech companies. For 10 years Dr. Wirtz was treasurer of the German pharmaceutical industry association. Dr. Wirtz holds a doctorate degree in chemistry from the Rheinisch-Westfälische Technische Hochschule in Aachen whose honorary citizen he became in 2001.

Erik Hornnaess has been a member of the Supervisory Board since 1998 and joined the Audit Committee in 2002. Mr. Hornnaess worked for Astra Pharmaceuticals, Sweden from 1965 until 1979 in various management positions in Sweden, Australia, and Canada and, for the last three years of this period, as the General Manager for the Benelux region (Belgium, The Netherlands and Luxembourg). In 1979, he joined Abbott Laboratories European Headquarters in Paris, France and from 1982 he was the Area Vice-President of Abbott Diagnostic Division in Europe, Middle-East and Africa, with headquarters in Wiesbaden, Germany. Mr. Hornnaess retired from Abbott Laboratories on March 1, 1997 and currently serves as non-executive Director of AXIS-SHIELDS Group, Scotland, RADIOMETER A/S, Denmark, EPICEPT INC., New Jersey, and MEDISTIM A/S, Norway. Additionally, Mr. Hornnaess served as the Vice-President of European Diagnostic Manufacturers Association (EDMA), Brussels in the period 1995 through 1997. Mr. Hornnaess graduated from Aarhus Handelshojskole, Denmark with an M.B.A. and obtained a PMD from the Harvard Business School.

Professor Dr. Manfred Karobath studied medicine and worked from 1967 to 1980; first, in the Dept. of Biochemistry of the University of Vienna and, after a stage as postdoctoral fellow, he joined the Dept. of Psychiatry where he became professor of biological Psychiatry. In 1980, he joined Sandoz Pharma in Basel, first, in drug discovery, and later, he became Senior Vice President and head of R&D, Switzerland. In 1992, Prof. Dr. Karobath joined Rhone Poulenc Rorer (RPR) as President of R&D and Executive Vice President and later he became a member of the Boards of Directors of RPR, Pasteur Mérieux Connought, Centeon and Rhone Poulenc Pharma. He has received several scientific awards and has published 92 scientific papers. Dr. Karobath also serves as an executive board member of Coley Pharmaceutical Group, as chairman and executive board member of IDEA AG and as board member of CARDION AG.

Professor Dr. jur. Carsten P. Claussen was Chairman of the Supervisory Board of the Company from 1988 to June 1999 and was appointed as a Special Advisor and Honorary Chairman in 1999. This position is not required by Dutch law and Professor Claussen is no longer a voting member of the Supervisory Board. For many

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years he has pursued a career in private banking. Between 1976 and 1987, Professor Claussen was a member of the Executive Board of Norddeutsche Landsbank, Hannover, and Chairman of the Hannover Stock Exchange. Since 1987, he has been a lawyer in Duesseldorf and senior advisor to IKB Deutsche Industriekreditbank, Düsseldorf. At present, he is a partner in the law firm of Hoffmann Liebs and Partner and specializes in corporate law and capital market transactions. He is Chairman of the Board of TON ART AG, Duesseldorf; Flossbach & v. Storch Vermögensmangagement AG, Cologne; and WAS Worldwide Analytical Systems AG, Cleve and is a member of other boards. Professor Claussen received his Ph.D. in law from the University of Cologne.

Audit Committee

The Audit Committee operates pursuant to a charter approved by the Supervisory Board and consists of three members, Dr. Hornef (Chairman), Mr. Walter, and Mr. Hornnaess, and meets at least quarterly. The Audit Committee members are appointed by the Supervisory Board and serve for a term of one year. The Audit Committee recommends the selection of independent public accountants to audit the consolidated financial statements and local books and records of QIAGEN and its subsidiaries, along with pre-approving the fees for such services; reviews the performance of the independent public accountants with management, discussing on a quarterly basis the scope and results of the reviews and audits with the independent auditors; discusses our financial accounting and reporting principles and policies and the adequacy of our internal accounting, financial and operating controls and procedures with the independent public accountants and management; considers and approves any recommendations regarding changes to our accounting policies and processes; reviews with management and the independent public accountants our quarterly earnings reports prior to their release to the press; and reviews the quarterly and annual reports (reported on Forms 6-K and 20-F) to be filed with the Securities Exchange Commission and the Deutsche Borse. We believe that all members of our Audit Committee meet the independence requirements as set forth in the Sarbanes-Oxley Act of 2002 as well as by Nasdaq.

Compensation Committee

The Compensation Committee consists of two members: Professor Riesner (Chairman) and Dr. Wirtz. Members are appointed by the Supervisory Board and serve for a term of one year. The Compensation Committee reviews and approves all stock option grants, reviews and approves the annual salaries, bonuses and other benefits of executive officers, and reviews general policies relating to employee compensation and benefits.

Employment Contracts

We have entered into the following employment contracts with our Managing Director, our Managing Director nominees and our Deputy managing Director:

Employment Agreement by and between QIAGEN GmbH and Dr. Joachim Schorr, dated July 1, 1992 and supplemented by Supplement to Employment Agreement by and between QIAGEN GmbH and Dr. Joachim Schorr, dated June 22, 1999

Employment Agreement by and between DIAGEN Institute for Molecular Biological Diagnostics GmbH and Mr. Peer M. Schatz, dated February 24, 1993, as amended

Employment Agreement by and between QIAGEN AG and Peer M. Schatz, dated May 29, 1998

Employment Agreement by and between QIAGEN GmbH and Roland Sackers, dated September 30, 1999

Employment Agreement by and between QIAGEN N.V. and Roland Sackers, dated October 1, 1999

Employment Agreement between QIAGEN N.V. and Peer M. Schatz, dated October 5, 2000, as amended

Employment Agreement by and between QIAGEN GmbH and Bernd Uder, dated March 1, 2001

We have not entered into contracts with any member of the Supervisory Board that provide for benefits upon a termination of the service of the member. We intend to enter into a consulting agreement with Dr. Colpan pursuant to which Dr. Colpan shall be paid EUR 300,000 per year for 150 days of consulting services. The members of the Supervisory and Managing Boards do hold stock options. The vesting and exercisability of certain of these options will be accelerated in the event of a Change of Control, as discussed under Stock Option Plan below.

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Compensation of Directors and Officers

The table below states amounts earned on an accrual basis by Managing Directors and Supervisory Directors. In 2003, Management collectively received approximately $1.5 million in fixed compensation and approximately $286,000 in variable compensation. The variable component is based on the Managing Board member s performance relative to his personal goals and goals set by the Managing Board and/or the Supervisory Board. Additionally, Dr. Schorr receives a variable payment as compensation for product sales based on patent development, as required by German law. Beginning in 2003, stock options granted to the Managing Board require an appreciation of our share price compared to our stock price on the date of grant. We did not pay any agency or advisory service fees to members of the Supervisory Board. Other non-cash remuneration was approximately $21,000 for Dr. Colpan, $7,000 for Mr. Uder and $6,000 for Dr. Schorr. Additionally, Mr. Sackers, Dr. Schorr and Mr. Uder participate in a defined contribution benefit plan and each received matching contributions of approximately $7,000. Dr. Colpan has been granted a flat-rate disability and old-age pension amounting to approximately EUR 3,000 per month. QIAGEN s contribution to Dr. Colpan s pension was approximately $22,000. See Note 16 to the Consolidated Financial Statements for information relating to retirement benefits.

The compensation granted to Supervisory Board directors in 2003 consists of a fixed component (which is higher for audit committee members and the Vice Chairman and Chairman) and a variable component, which is based on Stock Options (see below).

The following table sets forth the total compensation of our officers and directors including amounts earned on an accrual basis and options granted in 2003:

Name	Total Cash Remuneration	2003 Option Grants	Expiration Dates	Exercise Prices
Peer M. Schatz	$ 578,000	1,199,150	4/2013 to 10/2013	$6.018 to $10.430
Roland Sackers	$ 185,000	116,666	3/2013 to 12/2013	$5.810 to $11.960
Dr. Joachim Schorr	$ 270,000	156,666	5/2013 to 12/2013	$9.400 to $11.960
Bernd Uder	$ 250,000	46,666	5/2013 to 12/2013	$9.400 to $11.960
Prof. Dr. Detlev H. Riesner	$ 20,000	20,000	4/2013	$ 6.018
Dr. Heinrich Hornef	$ 17,500	20,000	4/2013	$ 6.018
Dr. Metin Colpan	$ 472,000	300,000	4/2013	$ 6.018
Jochen Walter	$ 12,500	20,000	4/2013	$ 6.018
Dr. Franz A. Wirtz	$ 10,000	20,000	4/2013	$ 6.018
Erik Hornnaess	$ 12,500	20,000	4/2013	$ 6.018
Prof. Dr. Manfred Karobath	$ 10,000	20,000	4/2013	$ 6.018

The following table sets forth the vested and unvested options of our officers and directors as of February 3, 2004:

Name	Total Vested Options	Total Unvested Options (1)	Expiration Dates	Exercise Prices
Peer M. Schatz	521,715	1,610,435	5/2006 to 10/2013	$1.188 to $20.563
Roland Sackers	113,998	198,668	9/2009 to 12/2013	$4.590 to $20.563
Dr. Joachim Schorr	35,591	182,850	5/2009 to 12/2013	$5.190 to $17.90
Bernd Uder	29,832	86,334	3/2011 to 12/2013	$4.590 to $20.563

Prof. Dr. Detlev H. Riesner	76,666	37,334	5/2006 to 4/2013	$1.188 to $20.563
Dr. Heinrich Hornef	19,999	36,001	1/2010 to 4/2013	$6.018 to $20.563
Dr. Metin Colpan	786,099	544,051	5/2006 to 4/2013	$1.188 to $20.563
Jochen Walter	25,333	36,001	1/2009 to 4/2013	$6.018 to $20.563
Dr. Franz A. Wirtz	57,999	36,001	2/2007 to 4/2013	$3.219 to $20.563
Erik Hornnaess	51,999	36,001	1/2008 to 4/2013	$5.625 to $20.563
Prof. Dr. Manfred Karobath	19,999	36,001	1/2010 to 4/2013	$6.018 to $20.563

(1) Includes 2003 option grants.

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Employees

As of December 31, 2003, we employed 1,553 individuals, 17% of whom worked in research and development, 31% in sales, 30% in production/logistics, 7% in marketing and 15% in administration.

Country	Research and Development	Sales	Production/ Logistics	Marketing	Administration	TOTAL
United States	25	188	135	45	75	**468**
Germany	209	134	262	40	108	**753**
Switzerland	24	19	44	4	13	**104**
Canada	0	15	0	0	2	**17**
United Kingdom	0	36	0	4	6	**46**
France	0	27	0	2	5	**34**
Australia	0	16	0	0	4	**20**
Italy	0	8	0	1	3	**12**
Japan	0	36	29	6	8	**79**
Norway	11	2	0	2	1	**16**
The Netherlands	0	0	0	0	4	**4**
12/31/2003	**269**	**481**	**470**	**104**	**229**	**1,553**

At December 31, 2002 and 2001, we employed 1,651 and 1,557 individuals, respectively. None of our employees is represented by a labor union or is subject to a collective bargaining agreement. Management believes that its relations with its employees are good.

Our success depends, to a significant extent, on key members of our management and our scientific staff. The loss of such employees could have a material adverse effect on QIAGEN. Our ability to recruit and retain qualified skilled personnel to perform future research and development work will also be critical to our success. Due to the intense competition for experienced scientists from numerous pharmaceutical and biotechnology companies and academic and other research institutions, there can be no assurance that we will be able to attract and retain such personnel on acceptable terms. Our planned activities will also require additional personnel, including management, with expertise in areas such as manufacturing and marketing, and the development of such expertise by existing management personnel. The inability to acquire such personnel or develop such expertise could have a material adverse impact on our operations.

Share Ownership

The following table sets forth certain information as of February 3, 2004 concerning the ownership of Common Shares by each current member of, or nominee to, the Managing Board or Supervisory Board. In preparing the following table, we have relied on information furnished by such persons.

Name and Country of Residence	Shares Beneficially Owned (1) Number	Percent Ownership (2)

Peer M. Schatz, Germany	1,502,064(3)	1.03%
Roland Sackers, Germany	0(4)	*
Dr. Joachim Schorr, Germany	0(5)	*
Bernd Uder, Germany	0(6)	*
Prof. Dr. Detlev H. Riesner, Germany	2,727,436(7)	1.86
Dr. Heinrich Hornef, Germany	1,600(8)	*
Dr. Metin Colpan, Germany	6,454,025(9)	4.41
Jochen Walter, Germany	40,000(10)	*
Dr. Franz A. Wirtz, Germany	1,100,000(11)	*
Erik Hornnaess, Spain	10,000(12)	*
Professor Dr. Manfred Karobath, UK	0(13)	*

* Indicates that the person beneficially owns less than 1% of the Common Shares issued and outstanding as of February 3, 2004.

(1) The number of Common Shares issued and outstanding as of February 3, 2004 was 146,271,829. The persons and entities named in the table have sole voting and investment power with respect to all shares shown as beneficially owned by them and have the same voting rights with respect to Common Shares.

(2) Does not include shares of Common Stock subject to options held by such persons at February 3, 2004 and exercisable within 60-days thereafter. See footnotes below for such information on options exercisable at February 3, 2004 and within 60-days thereafter.

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(3) Does not include 748,382 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $1.188 to $20.5563 per share. Options expire in increments during the period between May 2006 and October 2013.
(4) Does not include 137,332 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $4.590 to $20.563 per share. Options expire in increments during the period between September 2009 and December 2013.
(5) Does not include 35,591 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $5.190 to $17.900 per share. Options expire in increments during the period between May 2009 and December 2013.
(6) Does not include 33,166 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $4.590 to $20.563 per share. Options expire in increments during the period between March 2011 and December 2013.
(7) Does not include 93,999 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $1.188 to $20.563 per share. Options expire in increments during the period between May 2006 and April 2013. Prof. Riesner also has the option to purchase 272,302 common shares through Credit Suisse First Boston. Includes 2,480,836 shares held by Riesner Verwaltungs GmbH, of which Professor Riesner is the sole stockholder.
(8) Does not include 35,999 shares issuable upon the exercise of options to purchase Common Shares at an exercise price from $6.018 to $20.553 per share. Options expire in increments during the period between January 2010 and April 2013.
(9) Does not include 1,012,766 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $1.188 to $20.563 per share. Options expire in increments during the period between May 2006 and April 2013. Includes 5,200,000 shares held by CC Verwaltungs GmbH, of which Dr. Colpan is the sole stockholder and 800,000 shares held by Colpan GbR. Dr. Colpan also has the option to purchase 812,397 common shares through Credit Suisse First Boston.
(10) Does not include 41,333 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $6.018 to $20.563 per share. Options expire in increments during the period between January 2009 and April 2013.
(11) Does not include 73,999 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $3.219 to $20.563 per share. Options expire in increments during the period between February 2007 and April 2013.
(12) Does not include 67,999 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $5.625 to $20.563 per share. Options expire in increments during the period between January 2008 and April 2013.
(13) Does not include 35,999 shares issuable upon the exercise of options to purchase Common Shares at an exercise price ranging from $6.018 to $20.563 per share. Options expire in increments during the period between January 2010 and April 2013.

Stock Option Plan

In April 1996, the Supervisory Board adopted the QIAGEN N.V. 1996 Employee, Director and Consultant Stock Option Plan (the Option Plan), which was approved by our shareholders on June 3, 1996. Pursuant to the Option Plan, options to purchase our Common Shares may be granted to employees and consultants of QIAGEN and its subsidiaries and to Supervisory Directors. An aggregate of 23,968,000 Common Shares have been reserved for issuance pursuant to the Option Plan, subject to certain antidilution adjustments. Options granted pursuant to the Option Plan may either be incentive stock options within the meaning of Section 422 of the United States Internal Revenue Code of 1986, as amended (the Code), or non-qualified stock options. The Option Plan is administered by the Compensation Committee of the Supervisory Board, which selects participants from among eligible employees, consultants and directors and determines the number of shares subject to the option, the length of time the option will remain outstanding, the manner and time of the option s exercise, the exercise price per share subject to the option and other terms and conditions of the option consistent with the Option Plan. The Compensation Committee s decisions are subject to the approval of the Supervisory Board. The vesting and exercisability of certain options will be accelerated in the event of a Change of Control. A Change of Control means the occurrence of a merger or consolidation of QIAGEN, whether or not approved by the Board of Directors, other than a merger or consolidation which would result in the voting securities of QIAGEN outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or the parent of such corporation) at least 50% of the total voting power represented by the voting securities of QIAGEN or such surviving entity or parent of such corporation, as the case may be, outstanding immediately after such merger or consolidation, or the stockholders of QIAGEN approve an agreement for the sale or disposition by QIAGEN of all or substantially all of QIAGEN s assets.

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The Compensation Committee has the power, subject to Supervisory Board approval, to interpret the Option Plan and to adopt such rules and regulations (including the adoption of sub plans applicable to participants in specified jurisdictions) as it may deem necessary or appropriate. The Compensation Committee or the Supervisory Board may at any time amend the Option Plan in any respect, subject to Supervisory Board approval, and except that (i) no amendment that would adversely affect the rights of any participant under any option previously granted may be made without such participant s consent and (ii) no amendment shall be effective prior to shareholder approval to the extent such approval is required to ensure favorable tax treatment for incentive stock options or to ensure compliance with Rule 16b-3 under the United States Securities Exchange Act of 1934, as amended (the Exchange Act) at such times as any participants are subject to Section 16 of the Exchange Act.

The following table sets forth the total amount of options to purchase Common Shares outstanding under the Option Plan, the expiration dates of such options, and the prices (in U.S. dollars) at which such options may be exercised, as of February 3, 2004. The exercise price of each of these options is the fair market value of the Common Shares as of the date of grant or a premium above fair market value.

	Outstanding Options	Expiration Dates	Exercise Price of Shares
1996 Option Plan	13,936,931	5/2006 to 1/ 2014	$ 1.060 to $49.75

Beginning in 2003, options granted to members of the Supervisory Board and the Managing Board must have an exercise price that is higher than the market price at the time of grant. Generally, each of the options has a term of ten years, subject to earlier termination in the event of death, disability or other termination of employment. The outstanding options become exercisable in cumulative annual installments of 33 1/3 percent each, beginning on the first anniversary date of the grant. In connection with the acquisition of Operon Technologies, Inc., the Company exchanged 273,134 QIAGEN options for all of the outstanding options of Operon. These exchanged options vest over 4 years. As of February 3, 2004, options to purchase 4,579,000 Common Shares were held by the officers and directors of QIAGEN, as a group.

Exemptions from Certain Nasdaq Corporate Governance Rules

Exemptions from the Nasdaq corporate governance standards are available to foreign private issuers such as QIAGEN when those standards are contrary to a law, rule or regulation of any public authority exercising jurisdiction over such issuer or contrary to generally accepted business practices in the issuer s country of domicile. In connection with QIAGEN s initial public offering, Nasdaq granted QIAGEN exemptions from certain corporate governance standards that are contrary to the laws, rules, regulations or generally accepted business practices of The Netherlands. These exemptions and the practices followed by QIAGEN are described below:

QIAGEN is exempt from Nasdaq s quorum requirements applicable to meetings of ordinary shareholders. In keeping with the law of The Netherlands and generally accepted business practices in The Netherlands, QIAGEN s Articles of Association provide that there are no quorum requirements generally applicable to meetings of shareholders.

QIAGEN is exempt from Nasdaq s requirements regarding the solicitation of proxies and provision of proxy statements for meetings of shareholders. QIAGEN does furnish proxy statements and solicit proxies for meetings of shareholders. However, the laws of The Netherlands do not provide for a record date to be fixed in advance of a meeting of shareholders. As a result, the holder of the shares on the day of the meeting may vote the shares at the meeting. QIAGEN s transfer agent has implemented procedures to check votes by proxy for validity on the day of the meeting.

QIAGEN is exempt from Nasdaq s requirements that shareholder approval be obtained prior to the establishment of, or material amendments to, stock option or purchase plans and other equity compensation arrangements pursuant to which options or stock may be acquired by directors, officers, employees or consultants. QIAGEN is also exempt from Nasdaq s requirements that shareholder approval be obtained prior to certain issuances of stock resulting in a change of control, occurring in connection with acquisitions of stock or assets of another company or issued at a price less than the greater of book or market value other than in a public offering. QIAGEN s Articles of Association do not require stockholder approval prior to the establishment of a stock option plan. The Articles of Association also permit shareholders to grant the Supervisory Board general authority to issue shares without further shareholder approval. QIAGEN s stockholders have granted the Supervisory Board general authority to issue up to a maximum of the authorized capital of the Company without further

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shareholder approval. QIAGEN plans to seek shareholder approval of stock plans and stock issuances only where required under the law of The Netherlands or under QIAGEN s Articles of Association.

Item 7. Major Shareholders and Related Party Transactions

The following table sets forth certain information as of February 3, 2004, concerning the ownership of Common Shares of each holder of greater than five percent ownership.

	Shares Beneficially Owned (1)	
Name and Country of Residence	**Number**	**Percent Ownership**
FMR Corp. United States	8,003,182(2)	5.47%

(1) The number of Common Shares issued and outstanding as of February 3, 2004 was 146,271,829

(2) Of the 8,003,182 shares attributed to FMR Corp., it has sole voting power over 2,492,482 shares and sole dispositive power of all 8,003,182 shares. Such voting and dispositive power is also attributable to Edward C. Johnson III and Abigail P. Johnson by virtue of their positions, Chairman and Director, respectively, and ownership interests in FMR Corp. This information is based solely on the Schedule 13G filed jointly by FMR Corp., Edward C. Johnson III, Abigail P. Johnson and Fidelity Management and Research Company with the Securities and Exchange Commission on February 17, 2004, which reported ownership as of December 31, 2003.

Control of Registrant

To our knowledge, we are not owned or controlled by another corporation or by any foreign government. There are no persons known to us to be the beneficial owners of more than ten percent of the Common Shares as of February 3, 2004. As of February 3, 2004, the officers and directors of QIAGEN as a group beneficially owned approximately 11,835,000 Common Shares or 8.09% of the then outstanding Common Shares.

Related Party Transactions

During 2003, 2002 and 2001, we had transactions with certain companies in which we also have an ownership interest, all of which are individually and in the aggregare immaterial except for certain transactions with our joint venture, PreAnalytiX. The transactions are summarized as follows:

	As of or for the year ended December 31,		
	2003	**2002**	**2001**
Sales	$ 1,203,000	$ 1,367,000	$ 1,554,000
Loan receivable	$ 4,524,000	$ 4,048,000	$ 1,808,000

Accounts receivable	$ 828,000	$ 921,000	$ 444,000
Accounts payable	$ 287,000	$ 130,000	$ 9,000

To date, both QIAGEN and its joint venture partner have each loaned CHF 5.6 million to the PreAnalytiX venture at a 4.0% interest rate. It is anticipated that both joint venture partners will convert the loan balances to additional capital at some future date. In 2000, QIAGEN made a loan in the amount of $102,000 to Joachim Schorr. This loan bears interest at a rate of 6% per annum. The largest amount outstanding since January 1, 2003 was $99,000 and the outstanding balance as of February 3, 2004 was $91,000. The outstanding balance as of March 26, 2004 was $10,000.

Item 8. Financial Information

See Item 18.

Legal Proceedings

We are not a party to any material litigation in any court, and management is not aware of any contemplated proceeding by any individual, company or government authority against us.

Statement of Dividend Policy

We have not paid any dividends on our Common Shares since our inception and do not intend to pay any dividends on our Common Shares in the foreseeable future. We intend to retain our earnings, if any, for the development of our business.

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Item 9. The Listing of QIAGEN s Common Shares

We approved a four-for-one stock split during fiscal 2000 and a two-for-one stock split and par value currency conversion in fiscal 1999.

To effect the four-for-one stock split, on June 16, 2000, our shareholders approved the amendment of our Articles of Association to increase the number of authorized shares of common stock from 65 million to 260 million. Our Board of Supervisory Directors and Managing Board approved the split in May 2000. Common shareholders of record on July 3, 2000 received three additional shares for each share held on that date. The additional shares were distributed and the stock split was effective on July 13, 2000.

On June 18, 1999, our shareholders approved the amendment of our Articles of Association to increase the number of authorized shares of common stock from 32.5 million to 65 million, which was required to effect the two-for-one stock split that our Board of Supervisory Directors and Managing Board approved in May 1999. Common shareholders of record on July 2, 1999 received one additional share for each share held on that date. The additional shares were distributed and the stock split was effective on July 16, 1999.

Since June 27, 1996, our common shares have been quoted on the NASDAQ National Market under the symbol QGENF. The following table sets forth the annual high and low closing sale prices for the last five years, the quarterly high and low closing sale prices for the last two fiscal years, and the monthly high and low closing sale prices for the last six months of our common shares on the NASDAQ National Market. All share prices prior to July 13, 2000 have been restated to reflect the stock splits.

	High ($)	Low ($)
Annual		
1999	20.875	8.188
2000	57.375	18.813
2001	35.375	12.380
2002	20.810	4.510
2003	12.850	5.200

	High ($)	Low ($)
Quarterly 2002:		
First Quarter	20.810	14.000
Second Quarter	15.870	11.060
Third Quarter	10.560	4.590
Fourth Quarter	7.210	4.510

	High ($)	Low ($)
Quarterly 2003:		
First Quarter	6.200	5.340
Second Quarter	10.090	5.200
Third Quarter	12.850	8.480
Fourth Quarter	12.250	10.330

2004:

First Quarter (through March 18, 2004)	15.610	12.270

	High ($)	Low ($)
Monthly:		
September 2003	12.850	10.610
October 2003	11.890	10.430
November 2003	11.250	10.330
December 2003	12.250	11.000
January 2004	13.900	12.270
February 2004	15.610	13.310

Since September 25, 1997, our common shares were traded officially on the Frankfurt Stock Exchange, Neuer Markt under the symbol QIA and with the security code number 901626. As of January 1, 2003, the trading of our common shares was transferred from the Neuer Markt segment of the Frankfurt Stock Exchange to the Prime Standard Segment of the Frankfurt Stock Exchange. The Neuer Markt segment is expected to be

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discontinued in 2004. The following table sets forth the annual high and low closing sale prices for the last five years, the quarterly high and low closing sale prices for the last two fiscal years, and the monthly high and low closing sale prices for the last six months of our common shares on the Neuer Markt or the Prime Standard, as applicable. Share prices prior to July 13, 2000 have been restated to reflect the stock splits.

	High (EUR)	Low (EUR)
Annual		
1999	20.750	7.125
2000	60.400	17.650
2001	38.250	13.600
2002	23.450	4.460
2003	12.230	4.930

	High (EUR)	Low (EUR)
Quarterly 2002:		
First Quarter	23.450	16.750
Second Quarter	17.260	11.400
Third Quarter	11.100	4.670
Fourth Quarter	7.480	4.460

	High (EUR)	Low (EUR)
Quarterly 2003:		
First Quarter	5.770	4.930
Second Quarter	8.590	5.200
Third Quarter	12.230	7.430
Fourth Quarter	10.250	8.800
2004:		
First Quarter (through March 18, 2004)	12.350	9.540

	High (EUR)	Low (EUR)
Monthly:		
September 2003	12.230	9.340
October 2003	10.250	8.800
November 2003	9.710	8.960
December 2003	9.900	8.900
January 2004	11.540	9.540
February 2004	12.350	10.580

Item 10. Additional Information

Memorandum and Articles of Association

We are registered in the commercial register of the Chamber of Commerce and Industries (Kamer van Koophandel), Limburg-Noord, under the entry number 12036979 . Set forth is a summary of certain provisions of our Articles of Association, as amended on July 3, 2000 (the Articles)

and Dutch law, including proposed legislation to amend Dutch Corporate Law (the Proposed Legislation), where applicable. Furthermore a Dutch Corporate Governance Code has been issued on December 9, 2003 including principles of good corporate governance and best practice provisions (the Code). The Code contains the principles and concrete provisions which the persons involved in a listed company (including management board members and supervisory board members) and stakeholders should observe in relation to one another. A listed company should explain in their annual report whether, and if so why and to what extent, they do not apply the best practice provisions of the Code. The Code will be given a statutory basis by a provision which is included in the Proposed Legislation that a code of conduct can be designated by order in council to which the comply or explain rule will apply. The Code has come into force on January 1, 2004. From the annual report for the 2004 financial year onwards, listed companies will therefore be expected to devote a chapter in the annual report to the broad outline of their corporate governance structure and to compliance with the Code, as well as the non-application of any best practice provisions. The Code has been taken into account in the summary below.

Such summary does not purport to be complete and is qualified in its entirety by reference to the Articles Dutch Law (including the Proposed Legislation) and the Code.

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Our Objects

Our objects are found in Article 2 of the Articles. Our objects include, without limitation, the performance of activities in the biotechnology industry, as well as incorporating, acquiring, participating in, financing, managing and having any other interest in companies or enterprises of any nature, raising and lending funds and such other acts as may be conducive to our business.

Managing Directors

QIAGEN shall be managed by a Managing Board consisting of one or more Managing Directors under the supervision of the Supervisory Board. Managing Directors shall be appointed by the general meeting upon the joint meeting of the Supervisory board and the Managing Board (the Joint Meeting) having made a binding nomination for each vacancy. The majority view in Dutch law is that in managing QIAGEN, the Managing Directors must take into account our interests and our business and the interests of all stakeholders (which includes but is not limited to our shareholders). However, the general meeting may at all times overrule the binding nature of such a nomination by a resolution adopted by at least a two-thirds majority of the votes cast, if such majority represents more than half the issued share capital. This is different from the provisions of many American corporate statutes, including the Delaware General Corporation Law, which give the directors of a corporation greater authority in choosing the executive officers of a corporation. Under our Articles, the general meeting may suspend or dismiss a managing director at any time. The Supervisory Board shall also at all times be entitled to suspend (but not to dismiss) a Managing Director. The Articles provide that the Supervisory Board may adopt management rules governing the internal organization of the Managing Board.

Furthermore, the Supervisory Board shall determine the salary, the bonus, if any, and the other terms and conditions of employment of the Managing Directors. Under the Proposed Legislation a company should have a policy in the area of remuneration of the Managing Board. Such policy will be adopted by the general meeting. The remuneration policy should at least include periodic payments, rewards upon termination of their employment and options to acquire shares and the conditions under which such options can be exercised. The determination of the remuneration should be within the scope of the remuneration policy. Such is also a principle under the Code.

Under Dutch law, in the event that there is a conflict of interest between a Managing Director and us, we are represented by the Supervisory Board. However, the general meeting should at all times in an event of a conflict of interest be given the opportunity to appoint a person who is authorized to represent QIAGEN in such event. According to the Code any conflict of interest or apparent conflict of interest between the company and Managing Directors should be avoided. Decisions to enter into transactions under which Managing Directors would have a conflict of interest that are material significance to the company and/or to the relevant Managing Director require the approval of the Supervisory Board.

Supervisory Directors

The Supervisory Board shall be responsible for supervising the policy pursued by the Managing Board and our general course of affairs. Under our Articles, the Supervisory Directors are required to serve our interests and our business and the interest of all stakeholders (which includes but is not limited to our shareholders) in fulfilling their duties. The Supervisory Board shall consist of such number of members as the Joint Meeting may from time to time determine, with a minimum of three members. The Supervisory Directors shall be appointed by the General Meeting upon the Joint Meeting having made a binding nomination for each vacancy. If during a financial year a vacancy occurs in the Supervisory Board, the Supervisory Board may appoint a Supervisory Director who will cease to hold office at the next Annual General Meeting. Under Dutch law and the Code, a Supervisory Director must excuse him or herself in the case of any conflict of interest. Decisions to enter into transactions under which a Supervisory Director would have a conflict of interest that are of material significance to QIAGEN and/or to the Supervisory Director concerned, require the approval the Supervisory Board.

The Supervisory Board determines the compensation of the members of the Supervisory Board upon the recommendation of the compensation committee. However, under the Code the general meeting shall determine the remuneration of Supervisory Directors. This is also incorporated in the Proposed Legislation. The remuneration of a Supervisory Director should not be dependent on the results of the company. Any shares held by a Supervisory Director in the company on whose board he sits should be long term investments.

Under our Articles, the General Meeting may suspend or dismiss a supervisory director at any time. This is different from the provisions of many American corporate statutes, including the Delaware General Corporation Law, which provides that directors may vote to fill vacancies in the board of directors of a corporation.

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Liability of Managing Directors and Supervisory Directors

Under Dutch law, as a general rule, Managing Directors are not liable for obligations we incur. Under certain circumstances, however, they may become liable, either towards QIAGEN (internal liability) or to others (external liability), although some exceptions are described below:

Liability Towards QIAGEN

Failure of a Managing or Supervisory Director to perform his or her duties does not automatically lead to liability. Liability is only incurred in case of a clear, indisputable shortcoming about which no reasonably judging business-person would have any doubt. In addition, the Managing or Supervisory Director must be deemed to have been grossly negligent. Managing Directors and Supervising Directors are jointly and severally liable for failure of the Managing Board and Supervisory Board as a whole, respectively, but an individual Managing or Supervisory Director will not be held liable if he or she is determined not to have been responsible for the mismanagement and has not been negligent in preventing its consequences.

Liability for Misrepresentation in Annual Accounts

Managing and Supervisory Directors are also jointly and severally liable to any third party for damage suffered as a result of misrepresentation in the annual accounts, annual report or interim statements of QIAGEN, although a Managing or Supervisory Director will not be held liable if found not to be personally responsible for the misrepresentation. Moreover, a Managing or Supervisory Director may be found to be criminally liable if he deliberately publishes false annual accounts or deliberately allows the publication of such false annual accounts.

Tort Liability

Under Dutch law, there can be liability if one has committed a tort (onrechtmatige daad) against another person. Although there is no clear definition of tort under Dutch law, breach of a duty of care towards a third party is generally considered to be a tort. Therefore, a Dutch corporation may be held liable by any third party under the general rule of Dutch laws regarding tort claims. In exceptional cases, Managing Directors and Supervisory Directors have been found liable on the basis of tort under Dutch common law, but it is generally difficult to hold a Managing or Supervisory Director personally liable for a tort claim. Shareholders cannot base a tort claim on any losses which derive from and coincide with losses we suffered. In such cases, only we can sue the Managing or Supervisory Directors.

Criminal Liability

Under Dutch law, if a legal entity has committed a criminal offence, criminal proceedings may be instituted against the legal entity itself as well as against those who gave order to or were in charge of the forbidden act. As a general rule, it is held that a Managing Director is only criminally liable if he played a reasonably active role in the criminal act.

Indemnification

Article 27 of our Articles of Association provide that we shall indemnify every person who is or was a Managing Director or Supervisory Directors against all expenses (including attorneys fees) judgments, fines and amounts paid in settlement with respect to any threatened pending or completed action, suit or proceeding as well as against expenses (including attorneys fees) actually and reasonably incurred in connection with the defense or settlement of an action or proceeding, if such person acted in good faith and in a manner he reasonably could believe to be in or not opposed to our best interests. An exception is made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to us.

Classes of Shares

The authorized classes of our shares consist of Common Shares, Financing Preference Shares and Preference Shares. No Financing Preference Shares or Preference Shares have been issued.

Common Shares

Common Shares are issued in registered form only. Common Shares are available either without issue of a share certificate (Type I shares) or with issue of a share certificate (Type II shares), in either case in the form

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of an entry in the share register. The Type II shares are registered with American Stock Transfer & Trust Company, our transfer agent and registrar in New York (the New York Transfer Agent). At the discretion of the Supervisory Board, Type I shares may be issued and will be registered with TMF Management B.V. in Amsterdam, The Netherlands.

The transfer of registered shares requires that we issue a written instrument of transfer and the written acknowledgment of such transfer (or, in the case of Type II shares, the New York Transfer Agent (in our name)), and surrender of the share certificates, if any, to us or (in our name) to the New York Transfer Agent. Upon surrender of a share certificate for the purpose of transfer of the relevant shares, we (or the New York Transfer Agent in our name) acknowledge the transfer by endorsement on the share certificate or by issuance of a new share certificate to the transferee, at the discretion of the Managing Board.

Financing Preference Shares

No Financing Preference Shares are outstanding. If issued, Financing Preference Shares will be issued in registered form only. No share certificates are issued for Financing Preference Shares. Financing Preference Shares must be fully paid up upon issue. The preferred dividend rights attached to Financing Preference Shares are described under Dividends below. We have no present plans to issue any such Financing Preference Shares.

Preference Shares

No Preference Shares are outstanding. If issued, Preference Shares will be issued in registered form only. No share certificates are issued for Preference Shares. Only 25% of the par value thereof is required to be paid upon subscription for Preference Shares. The obligatory payable part of the nominal amount (call) must be equal for each Preference Share. The Managing Board may, subject to the approval of the Supervisory Board, resolve on which day and up to which amount a further call must be paid on Preference Shares which have not yet been paid up in full. The preferred dividend rights attached to Preference Shares are described under Dividends below. Pursuant to our Articles of Association and the resolution adopted by our general meeting on June 14, 2002, QIAGEN s Supervisory Board is entitled to resolve to issue Preference Shares. If our Supervisory Board opposes an intended take-over of our Company and Preference Shares are issued, the nature of the Preference Shares is such that the bidder may as a result withdraw its bid. Alternatively, the bidder could enter into negotiations with our Managing Board and/or Supervisory Board and agree on a higher offer price for our shares. There are currently no Preference Shares outstanding. Preference Shares may only be issued in the event that (I) in the opinion of the Supervisory Board, any person who did not acquire shares at our incorporation, shall, alone or pursuant to a mutual arrangement for co-operation jointly with one or more other persons, directly or indirectly, have acquired or given notice of an intent to acquire (beneficial) ownership of an amount of Common Shares or Financing Preference Shares, which in aggregate equals 20% or more of our share capital then outstanding in the form of Common Shares and Financing Preference Shares; (ii) the Supervisory Board shall declare any person to be an adverse person upon a determination that such person, alone or together with its affiliates or associates, has become the (beneficial) owner of an amount of Common Shares or Financing Preference Shares which the Supervisory Board determines to be substantial (which amount shall in no event be less than 10% of the shares then outstanding), and a determination that (a) such ownership is intended to cause or pressure us to enter into transactions intended to provide such person with short-term financial gain under circumstances that would not be in the interest of QIAGEN and our shareholders or (b) such ownership is reasonably likely to cause a material adverse impact on our business prospects.

Pre-emptive Rights

Under the Articles, existing holders of Common Shares will have pre-emptive rights in respect of future issuances of Common Shares in proportion to the number of Common Shares held by them, unless limited or excluded as described below. Holders of Common Shares shall not have pre-emptive rights in respect of future issuances of Financing Preference Shares or Preference Shares. Holders of Financing Preference Shares and Preference Shares shall not have pre-emptive rights in respect of any future issuances of share capital. Pre-emptive rights do not apply with respect to shares issued against contributions other than in cash or shares issued to our employees or one of our group companies. Under the Articles, the Supervisory Board has the power to limit or exclude any pre-emptive rights to which shareholders may be entitled provided that it has been authorized by the General Meeting to do so. The Supervisory Board has been granted such authority through June 14, 2007. The authority of the Supervisory Board to limit or exclude pre-emptive rights can only be exercised if at that time the authority to issue shares is in full force and effect. The authority to limit or exclude pre-emptive rights may be extended in the same manner as the authority to issue shares. If there is no designation

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of the Supervisory Board to limit or exclude pre-emptive rights in force, the general meeting of shareholders shall have authority to limit or exclude such pre-emptive rights, but only upon the proposal of the Supervisory Board.

Resolutions of the General Meeting (i) to limit or exclude pre-emptive rights or (ii) to designate the Supervisory Board as the corporate body that has authority to limit or exclude pre-emptive rights, require a majority of at least two-thirds of the votes cast in a meeting of shareholders if less than 50% of the issued share capital is present or represented. For these purposes, issuances of shares include the granting of rights to subscribe for shares, such as options and warrants, but not the issue of shares upon exercise of such rights.

Acquisition of our Own Shares

We may acquire our own shares, subject to certain provisions of Dutch law and the Articles, if (i) shareholders equity less the payment required to make the acquisition does not fall below the sum of paid-up and called up capital and any reserves required by Dutch law or the Articles and (ii) we and our subsidiaries would not thereafter hold shares with an aggregate par value exceeding one-tenth of our issued share capital. Shares that we hold in our own capital or shares held by one of our subsidiaries may not be voted. The Managing Board, subject to the approval of the Supervisory Board, may effect our acquisition of shares in our own capital. Our acquisitions of shares in our own capital may only take place if the General Meeting has granted to the Managing Board the authority to effect such acquisitions. Such authority may apply for a maximum period of 18 months and must specify the number of shares that may be acquired, the manner in which shares may be acquired and the price limits within which shares may be acquired.

Capital Reduction

Subject to the provisions of Dutch law and the Articles, the General Meeting may, upon the proposal of the Supervisory Board, resolve to reduce the issued share capital by (i) canceling shares or (ii) reducing the par value of shares through an amendment of the Articles. Cancellation with repayment of shares or partial repayment on shares or release from the obligation to pay up may also be made or given exclusively with respect to Common Shares, Financing Preference Shares or Preference Shares.

Annual Accounts

We have a calendar fiscal year. Dutch law requires that within five months after the end of our fiscal year, unless the General Meeting has extended this period by a maximum period of six months on account of special circumstances, the Managing Board must submit to the shareholders a report with respect to such fiscal year, including our financial statements for such year accompanied by a report of an independent accountant. The annual report is submitted to the annual General Meeting for adoption.

Dividends

Subject to certain exceptions, dividends may only be paid out of profits as shown in our annual financial statements as adopted by the General Meeting. Distributions may not be made if the distribution would reduce shareholders equity below the sum of the paid-up capital and any

reserves required by Dutch law or the Articles.

Out of profits, dividends must first be paid on any outstanding Preference Shares (the Preference Share Dividend) in a percentage (the Preference Share Dividend Percentage) of the obligatory amount (call) paid up on such shares as at the beginning of the fiscal year in respect of which the distribution is made. The Preference Share Dividend Percentage is equal to the Average Main Refinancing Rates during the financial year for which the distribution is made. Average Main Refinancing Rate shall be understood to mean the average value on each individual day during the financial year for which the distribution is made of the Main refinancing Rates prevailing on such day. Main refinancing Rate shall be understood to mean the rate of the Main Refinancing Operation as determined and published from time to time by the European Central Bank. If and to the extent that profits are not sufficient to pay the Preference Share Dividend in full, the deficit shall be paid out of the reserves, with the exception of any reserve, which was formed as share premium reserve upon the issue of Financing Preference Shares. If in any fiscal year the profit is not sufficient to make the distributions referred to above and if no distribution or only a partial distribution is made from the reserves referred to above, such that the deficit is not fully made good no further distributions will be made as described below until the deficit has been made good.

Out of profits remaining after payment of any dividends on Preference Shares, such amounts shall be kept in reserve as determined by the Supervisory Board. Out of any remaining profits not allocated to reserve, a dividend

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(the Financing Preference Share Dividend) shall be paid on the Financing Preference Shares in a percentage (the Financing Preference Share Dividend Percentage) over the par value, increased by the amount of share premium that was paid upon the first issue of Financing Preference Shares, which percentage is related to the average effective yield on the prime interest rate on corporate loans in the United States as quoted in the Wall Street Journal. If and to the extent that the profits are not sufficient to pay the Financing Preference Share Dividend in full, the deficit may be paid out of the reserves if the Managing Board so decides with the approval of the Supervisory Board, with the exception of the reserve which was formed as share premium upon the issue of Financing Preference Shares.

Insofar as the profits have not been distributed or allocated to reserves as specified above, they are at the free disposal of the General Meeting provided that no further dividends will be distributed on the Preference Shares or the Financing Preference Shares.

The General Meeting may resolve, on the proposal of the Supervisory Board, to distribute dividends or reserves, wholly or partially, in the form of QIAGEN shares.

Distributions as described above are payable as from a date to be determined by the Supervisory Board. The date of payment on Type I shares may differ from the date of payment on Type II shares. Distributions will be made payable at an address or addresses in The Netherlands to be determined by the Supervisory Board, as well as at least one address in each country where the shares are listed or quoted for trading. The Supervisory Board may determine the method of payment of cash distributions, provided that cash distributions in respect of Type II shares will, subject to certain exceptions, be paid in the currency of a country where our shares are listed or quoted for trading, converted at the close of business on a day to be determined for that purpose by the Supervisory Board.

Dutch law, making the declaration of dividends out of the profits that are at the free disposal of the General Meeting the exclusive right of the General Meeting, is different from the corporate law of most jurisdictions in the United States, which permit a corporation s board of directors to declare dividends.

Shareholder Meetings, Voting Rights and Other Shareholder Rights

The annual General Meeting is held within six months after the end of each fiscal year for the purpose of, among other things, adopting the annual accounts and the filling of any vacancies on the Managing and Supervisory Boards.

Extraordinary General Meetings are held as often as deemed necessary by the Managing Board or Supervisory Board, or upon the request of one or more shareholders and other persons entitled to attend meetings jointly representing at least 40% of our issued share capital or by one or more shareholders jointly representing at least 10% of our issued share capital as provided for under the laws of The Netherlands.

General Meetings are held in Amsterdam, Haarlemmermeer (Schiphol Airport), Arnhem, Maastricht, Rotterdam, Venlo or The Hague. The notice convening a General Meeting must be given to the shareholders by mail and by advertisement in at least one national daily newspaper published in The Netherlands no later than the fifteenth day prior to the meeting. The notice will contain or be accompanied by the agenda for the meeting.

The agenda shall contain such subjects to be considered at the General Meeting, as the persons convening or requesting the meeting shall decide. One or more shareholders representing at least 10% of the issued share capital may request the Managing Board or Supervisory Board in writing, at least sixty days but not more than ninety days before the anniversary of the date on which the prior year s meeting was convened, to include certain subjects in the agenda. No valid resolutions can be adopted at a General Meeting in respect of subjects which are not mentioned in the agenda. According to the Proposed Legislation holders of shares representing solely or jointly at least one hundredth part of the issued share capital, or represents a value of at least EUR 50,000,000 may request the company not later than on the sixtieth day prior to the day of the general meeting to include certain subjects on the notice convening a meeting, provided that it is not detrimental to the vital interest of the company.

General Meetings are presided over by the chairman of the Supervisory Board or, in his absence, by any person nominated by the Supervisory Board.

At the General Meeting, each share shall confer the right to cast one vote, unless otherwise provided by law or the Articles. No votes may be cast in respect of shares that we or our subsidiaries hold, or by usufructuaries and pledges of shares. All shareholders and other persons entitled to vote at General Meetings are entitled to attend

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General Meetings, to address the meeting and to vote. They must notify the Managing Board in writing of their intention to be present or represented not later than on the third day prior to the day of the meeting, unless the Managing Board permits notification within a shorter period of time prior to any such meeting. Subject to certain exceptions, resolutions may be passed by a simple majority of the votes cast.

Except for resolutions to be adopted by the meeting of holders of Preference Shares, our Articles of Association do not allow the adoption of shareholders resolutions by written consent (or otherwise without holding a meeting).

A resolution of the General Meeting to amend the Articles, dissolve QIAGEN, issue shares or grant rights to subscribe for shares or limit or exclude any pre-emptive rights to which shareholders shall be entitled is valid only if proposed to the General Meeting by the Supervisory Board.

A resolution of the General Meeting to amend the Articles is further only valid if the complete proposal has been made available for inspection by the shareholders and the other persons entitled to attend General Meetings at our offices as from the day of notice convening such meeting until the end of the meeting. A resolution to amend the Articles to change the rights attached to the shares of a specific class requires the approval of the relevant class meeting.

Resolutions of the General Meeting in a meeting that has not been convened by the Managing Board and/or the Supervisory Board, or resolutions included on the agenda for the meeting at the request of shareholders, will be valid only if adopted with a majority of two-thirds of votes cast representing more than half the issued share capital, unless the Articles require a greater majority or quorum. Our Articles do not provide for shareholders to act by written consent outside of a General Meeting.

A resolution of the General Meeting to approve a legal merger or the sale of all or substantially all of our assets is valid only if adopted by a vote of at least two-thirds of the issued share capital, unless proposed by the Supervisory Board, in which case a simple majority of the votes cast shall be sufficient.

A shareholder shall upon request be provided, free of charge, with written evidence of the contents of the share register with regard to the shares registered in its name. Furthermore any shareholder shall, upon written request, have the right, during normal business hours, to inspect our share register and a list of our shareholders and their addresses and shareholdings, and to make copies or extracts therefrom. Such request must be directed to our Managing Directors at our registered office in the Netherlands or at our principal place of business. Financial records and other company documents (other than made public) are not available in this manner for shareholder review but an extract of the minutes of the general meeting shall be made available.

According to the Proposed Legislation certain resolutions of the Managing Board regarding a significant change in the identity or nature of the company are subject to the approval of the general meeting. The following resolutions of the Managing Board acquire the approval of the general meeting in any event:

(i) The transfer of the enterprise or practically the entire enterprise to a third party;

(ii) To conclude or cancel any long lasting cooperation by the company or an affiliate (*dochtermaatschappij*) with any other legal person or company or as a fully liable general partner of a limited partnership or a general partnership, provided that such cooperation or the cancellation thereof is of essential importance to the company;

(iii) To acquire or dispose of a participation interest in the capital of a company with a value of at least one/third of the sum of the assets according to the consolidated balance sheet with explanatory notes thereto according to the last adopted annual accounts of the company, by the company or an affiliate (*dochtermaatschappij*).

No Derivative Actions; Right to Request Independent Inquiry

Dutch law does not afford shareholders the right to institute actions on behalf of or in our interest. Shareholders holding at least one-tenth of our issued capital or EUR 225,000 in nominal amount of our shares may inform the Managing Board and the Supervisory Board of their objections as to the policy or the course of our affairs and, within a reasonable time thereafter, may request the Enterprises Division of the Court of Appeal in Amsterdam to order an inquiry into the policy and the course of our affairs by independent investigators. If such an inquiry is ordered and the investigators conclude that there has been mismanagement, the shareholders can request the Division to order certain measures such as a suspension or annulment of resolutions.

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Liquidation Rights

In the event of our dissolution and liquidation, the assets remaining after payment of all debts and liquidation expenses will be distributed among registered holders of Common Shares in proportion to the par value of their Common Shares, subject to liquidation preference rights of holders of Preference Shares and Financing Preference Shares, if any.

Restrictions on Transfer of Preference Shares

The Supervisory board upon application in writing must approve each transfer of Preference Shares. If approval is refused, the Supervisory Board will designate prospective purchasers willing and able to purchase the shares, otherwise the transfer will be deemed approved.

Limitations on Rights to Own Securities

Other than with respect to usufructuaries and pledges who have no voting rights, our Articles do not impose limitations on rights to own securities.

Provisions which may Defer or Prevent a Change in Control

Our Articles of Association allow us, under certain circumstances, to prevent a third party from obtaining a majority of the voting control of our shares by issuing preference shares. Pursuant to these provisions (and pursuant to the resolution adopted by our general meeting on June 14, 2002), the Supervisory Board is authorized to issue preference shares if (i) a person has (directly or indirectly) acquired or has expressed a desire to acquire, more than 20% of our issued capital or (ii) a person holding at least a 10% interest in us has been designated as a hostile person by the Supervisory Board.

If the Supervisory Board opposes an intended take-over and authorizes the issuance of preference shares, the bidder may withdraw its bid or enter into negotiations with the Managing Board and/or Supervisory Board and agree on a higher bid price for our shares.

Ownership Threshold Requiring Disclosure

Our Articles do not provide an ownership threshold above which ownership must be disclosed.

Exchange Controls

There are currently no limitations either under the laws of The Netherlands or in our Articles of Association, to the rights of shareholders from outside The Netherlands to hold or vote Common Shares. Under current foreign exchange regulations in The Netherlands, there are no material limitations on the amount of cash payments that we may remit to residents of foreign countries.

Obligation of Shareholders to Disclose Major Holdings

Holders of our ordinary shares or rights to acquire ordinary shares (which includes convertible bonds) may be subject to notification obligations under the Dutch 1996 Act on the Disclosure of Holding in Listed Companies (the 1996 Disclosure Act) and the Dutch 1995 Act on the Supervision of the Securities Trade (the 1995 Securities Act).

Under the 1996 Disclosure Act, any person who, directly or indirectly, acquires or disposes of an interest or a potential interest (which includes convertible bonds) in the capital or the voting rights of a public limited liability company incorporated under Dutch law with an official listing on a stock exchange within the European Economic Area, including the Prime Standard trading segment of the Frankfurt Stock Exchange, must immediately give written notice to the company and the Netherlands Authority for the Financial Markets (AFM) if, as a result of such acquisition or disposal, the percentage of our capital or voting rights held by such person falls within another percentage range as compared to the percentage range applicable to the rights held by such person previously. The percentage ranges referred to in the Disclosure Act are 0-5%, 5-10%, 10-25%, 25-50%, 50-66 2/3% and over 66 2/3%.

On July 3, 2003, a draft bill to amend the 1996 Disclosure Act was submitted to the Second Chamber of the Dutch Parliament. According to the Explanatory Notes to the proposed bill, it is anticipated that the following percentage ranges will be introduced: 0% to less than 5%, 5% to less than 10%, 10% to less than 15%, 15% to less than 20%, 20% to less than 25%, and 25% or more. Under the proposed bill, above 25%, all direct or indirect transactions in our capital or voting rights must be reported.

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For the purpose of the notification obligation, the following interests must be taken into account: (i) ordinary shares directly held (or acquired or disposed of) by any person, (ii) ordinary shares held (or acquired or disposed of) by such person s subsidiaries or by a third party for such person s account or by a third party with whom such person has concluded an oral or written voting agreement and (iii) ordinary shares which such person, or any subsidiary or third party referred to above, may acquire pursuant to any option or other right which such person has (or acquires or disposes of), including through the exercise of options or warrants. Special rules apply to the attribution of the ordinary shares which are part of the property of a partnership or other community of property. A holder of a pledge or right of usufruct in respect of ordinary shares can also be subject to a notification obligation if such person has, or can acquire, the right to vote on ordinary shares. If a pledgor or usufructuary acquires such voting rights, this may trigger a notification obligation for the holder of the ordinary shares.

Under section 2A of the Disclosure Act, each of our managing and supervisory directors must without delay notify both the AFM and us of any changes in his interest or potential interest in our capital or voting rights, unless such change is not caused by the relevant director himself.

The AFM will publish all disclosures made public by means of an advertisement in a newspaper distributed throughout The Netherlands as well as on its public website (www.afm.nl).

In addition, pursuant to the 1995 Securities Act and a decree based thereon, a holder that directly or indirectly has a capital interest of more than 25% in QIAGEN must by means of a standard form within ten days after the end of the month in which the transaction took place notify the AFM of any and all transactions (including, without limitation, an acquisition or disposal of ordinary shares) that it carries out or causes to be carried out in our issued securities (including convertible bonds). If that shareholder is a legal entity and not an individual, the obligation is extended to its managing directors and members of its supervisory board. The notification obligation also rests on the spouses of the 25% shareholders, relations by blood or affinity to the first degree and other persons who share a household with these persons, and relations by blood or affinity to the first degree who do not share a household with these persons but hold at least 5% of our shares or will obtain this percentage through the transaction. The AFM keeps a public register of all notifications made pursuant to the 1996 Disclosure Act and the 1995 Securities Act and publishes any notification it receives.

Non-compliance with the notification obligations under the 1996 Disclosure Act or the 1995 Securities Act can lead to imprisonment or criminal fines, or administrative fines or other administrative sanctions. In addition, non-compliance with the notification obligations under the 1996 Disclosure Act may lead to civil sanctions, including, without limitation, suspension of the voting rights attaching to our shares held by the offender for a period of not more than three years, suspension of a resolution of our general meeting of shareholders, nullification of a resolution adopted by our general meeting of shareholders (insofar as it can be assumed that such resolution would not have been adopted if the offender had not voted) and a prohibition for the offender to acquire our ordinary shares for a period of not more than five years.

Taxation

The following is a general summary of certain material United States federal income and The Netherlands tax consequences to holders of our Common Shares (collectively, U.S. Holders) who are (i) citizens or residents of the United States, (ii) entities subject to U.S. corporate tax, (iii) certain pension trusts and other retirement or employee benefits organizations established in the United States but generally exempt from U.S. tax, (iv) certain not-for-profit organizations established in the United States but generally exempt from U.S. tax, (v) United States regulated investment companies, United States real estate investment trusts, and United States real estate mortgage conduits, and (vi) partnerships or similar pass-through entities, estates, and trusts to the extent the income of such partnerships, similar entities, estates, or trusts is subject to tax in the United States as income of a resident in its hands or the hands of its partners, beneficiaries, or grantors. This summary does not discuss every aspect of such taxation that may be relevant to U.S. Holders. Therefore, all prospective purchasers of our Common Shares who would be U.S. Holders are advised to consult their own tax advisor with respect to the United States federal, state and local tax consequences, as well as the Netherlands tax consequences, of the ownership of our Common Shares. This summary is based upon the advice of Mintz, Levin, Cohn, Ferris,

Glovsky and Popeo, P.C. with respect to tax consequences for U.S. Holders and Baker & McKenzie with respect to tax consequences under Netherlands law.

The statements of The Netherlands and United States tax laws set out below are based on the laws in force as of the date of this Annual Report on Form 20-F, and as a consequence are subject to any changes in United States or The Netherlands law, or in the double taxation conventions between the United States and The Netherlands, occurring after such date.

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Netherlands Tax Considerations

The following describes the material tax consequences under Netherlands law of an investment in our Common Shares. Such description is based on current Netherlands law as interpreted under officially published case law, and is limited to the tax implications for an owner of our Common Shares who is not, or is not deemed to be, a resident of The Netherlands for purposes of the relevant tax codes (a non-resident Shareholder or Shareholder).

Dividend Withholding Tax

General. Dividends we distribute are subject to a withholding tax imposed by The Netherlands at a rate of generally 25%. The term dividends means income from shares or other rights participating in profits, as well as income from other corporate rights that is subjected to the same taxation treatment as income from shares by the laws of the Netherlands. Dividends include dividends in cash or in kind, constructive dividends, certain repayments of capital qualified as dividends, interest on loans that are treated as equity for Netherlands corporate income tax purposes and liquidation proceeds in excess of, for Netherlands tax purposes, recognized paid-in capital. Stock dividends are also subject to withholding tax derived from our paid-in share premium which is recognized for Netherlands tax purposes.

No withholding tax applies on the proceeds resulting from the sale or disposition of our Common Shares to persons other than QIAGEN and our affiliates.

A Shareholder can be eligible for a reduction or a refund of Netherlands dividend withholding tax under a tax convention which is in effect between the country of residence of the Shareholder and The Netherlands. The Netherlands has concluded such conventions with, among others, the United States, Canada, Switzerland, Japan and all EU Member States. Under most of those conventions, Netherlands dividend withholding tax is reduced to 15% or a lower rate.

U.S. Shareholders. Under the Tax Convention between The Netherlands and the United States (the Convention), the withholding tax on dividends we pay to a resident of the United States (as defined in the Convention) who is entitled to the benefits of the Convention, may be reduced to 5% (in the case of a corporate U.S. Shareholder that holds 10% or more of the voting power of a Netherlands company) or 15% (in the case of other U.S. Shareholders), unless such U.S. shareholders have a permanent establishment in The Netherlands with which the shares are effectively connected. Dividends we pay to U.S. pension funds and U.S. tax exempt organizations may be eligible for an exemption from dividend withholding tax.

Dividend Stripping. On July 9, 2002, the Netherlands Senate approved a bill containing measures against what is known as dividend stripping . According to this bill, as of April 27,2001, a refund, reduction, exemption, or credit of Netherlands dividend withholding tax on the basis of Netherlands tax law or on the basis of a tax treaty between the Netherlands and another state, will only be granted if the dividends are paid to the beneficial owner *(uiteindelijk gerechtigde)* of the dividends. The term beneficial owner is not defined, but has been interpreted in Netherlands jurisprudence. The bill includes a non-exhaustive description of various situations in which the recipient of the dividend distribution is not deemed to be the beneficial owner. In general terms, dividend stripping can be described as the situation in which a foreign or domestic person (usually, but not necessarily, the original shareholder) has transferred his shares or his entitlement to the dividend distributions to a party that has a more favorable right to a refund or reduction of Netherlands dividend withholding tax than the foreign or domestic person. In these situations, the foreign or domestic person (usually the original shareholder) avoids Netherlands dividend withholding tax while retaining his beneficial interest in the shares and the dividend distributions, by transferring his shares or his entitlement to the dividend distributions.

Income Tax and Corporate Income Tax

General. A non-resident Shareholder will not be subject to Netherlands income tax with respect to dividends we distribute on our Common Shares or with respect to capital gains derived from the sale or disposition of our Common Shares, provided that:

(a) the non-resident Shareholder does not carry on or have an interest in a business in The Netherlands through a permanent establishment or a permanent representative to which or to whom the Common Shares are attributable or deemed to be attributable;

(b) the non-resident Shareholder does not have a direct or indirect substantial or deemed substantial interest (*aanmerkelijk belang* , as defined in the Netherlands tax code) in our share capital or, in the event the Shareholder does have such a substantial interest, such interest is a business asset ; and

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(c) the non-resident Shareholder is not entitled to a share in the profits of an enterprise, to which our Common Shares are attributable and that is effectively managed in The Netherlands, other than by way of securities or through an employment contract.

In general terms, a substantial interest (*aanmerkelijk belang*) in our share capital does not exist if the Shareholder (individuals as well as corporations), alone or together with his partner, does not own, directly or indirectly, 5% or more of the nominal paid-in capital of, or any class of our shares, does not have the right to acquire 5% or more of the nominal paid-in capital of, or any class of our shares (including a call option) and does not have the right to share in our profit or liquidation revenue amounting to 5% or more of the annual profits or liquidation revenue.

There is no all-encompassing definition of the term business asset ; whether this determination can be made in general depends on the facts presented and in particular on the activities performed by the Shareholder. If the Shareholder materially conducts a business activity, while the key interest of his investment in our Shares will not be his earnings out of the investment in our Shares but our economic activity, an investment in our Shares will generally be deemed to constitute a business asset, in particular if the Shareholder s involvement in our business will exceed regular monitoring of his investment in our Shares.

U.S. Shareholders. Pursuant to the Convention, the gain derived by a U.S. Shareholder from an alienation of our Common Shares constituting a substantial interest of the Shareholder in QIAGEN, not effectively connected or deemed connected with a permanent establishment or permanent representative of the Shareholder in The Netherlands, is not subject to Netherlands income tax or corporate income tax, provided that the gain from the alienation of our Common Shares is not derived by an individual Shareholder who has, at any time during the five-year period preceding such alienation, been a resident of The Netherlands according to Netherlands tax law and who owns, either alone or together with close relatives, at least 25% of any class of our shares.

Gift and Inheritance Tax

A gift or inheritance of our Common Shares from a non-resident Shareholder will not be subject to a Netherlands gift and inheritance tax, provided that the Shareholder does not own a business which is, in whole or in part, carried on through a permanent establishment or a permanent representative in The Netherlands to which or to whom our Common Shares are attributable.

United States Federal Income Tax Considerations

The following summarizes the material U.S. federal income tax consequences of the ownership of our Common Shares by an investor that purchases such Common Shares and that will hold the Common Shares as capital assets. This summary does not purport to be a complete analysis or listing of all potential tax considerations and does not address holders subject to special treatment under U.S. federal income tax laws (including insurance companies, tax-exempt organizations, regulated investment companies, financial institutions, broker dealers or holders that own, actually or constructively, 10% or more of our voting shares).

As used herein, references to a U.S. Holder are to a holder of our Common Shares that is (i) a citizen or resident of the United States, (ii) a corporation organized under the laws of the United States or any political subdivision thereof, or (iii) a person or entity otherwise subject to United States federal income taxation on a net income basis with respect to our Common Shares (including a non-resident alien or foreign corporation that holds, or is deemed to hold, our Common Shares in connection with the conduct of a U.S. trade or business); and references to a non-U.S. Holder are to a holder that is not a U.S. person for U.S. federal income tax purposes.

Taxation of Dividends

To the extent paid out of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles, distributions, if any, made with respect to our Common Shares will be includable for U.S. federal income tax purposes in the income of a U.S. Holder as ordinary dividend income in an amount equal to the sum of any cash and the fair market value of any property that we distribute, before reduction for Netherlands withholding tax. During the years 2004-2008 such dividends will be eligible to be treated by U.S. Holder individuals as qualified dividend income subject to a maximum tax rate of 15 percent. If the shareholder receiving the dividend satisfies the holding period requirements, and if we are not treated for our taxable year in which the dividend is paid, or our preceding taxable year, as a foreign personal holding company, a foreign investment company, or a passive foreign investment company (see Taxation United States Federal Income Tax Considerations Passive Foreign Investment Company Status). To the extent that such distribution exceeds our current or accumulated earnings and profits, it will be treated as a non-taxable return of capital to the extent of the U.S. Holder s adjusted tax basis in our Common Shares and thereafter as taxable capital gain. Dividends generally will be treated as income from sources outside the United States and generally will be passive income (or, in the case of certain holders, financial services income) for purposes of the foreign tax credit limitation.

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Dividends we pay will not be eligible for the dividends received deduction allowed to corporations in certain circumstances under the United States Internal Revenue Code of 1986, as amended (the Code). A U.S. Holder may elect annually to either deduct The Netherlands withholding tax (see Taxation Netherlands Tax Considerations Dividend Withholding Tax) against their income or take the withholding taxes as a credit against their U.S. tax liability, subject to U.S. foreign tax credit limitation rules.

Dividends we pay in a currency other than the U.S. dollar will be included in the income of a U.S. Holder in a U.S. dollar amount based upon the exchange rate in effect on the date of receipt. A U.S. Holder will have a tax basis in such foreign currency for U.S. federal income tax purposes equal to its U.S. dollar value on the date of receipt. Any gain or loss on a subsequent disposition of such foreign currency (including a subsequent conversion into U.S. dollars) will be ordinary income or loss. Such gain or loss will generally be income from sources within the U.S. for foreign tax credit limitation purposes.

A non-U.S. Holder generally will not be subject to U.S. federal income tax or withholding tax on distributions with respect to our Common Shares that are treated as dividend income for U.S. federal income tax purposes unless such dividends are effectively connected with the conduct of a trade or business within the United States by such non-U.S. Holder, (and are attributable to a permanent establishment maintained in the United States by such non-U.S. Holder, if an applicable income tax treaty so requires as a condition for such non-U.S. Holder to be subject to U.S. taxation on a net income basis in respect of income from our Common Shares), in which case the non-U.S. Holder generally will be subject to tax in respect of such dividends in the same manner as a U.S. Holder. Any such effectively connected dividends received by a non-United States corporation may also, under certain circumstances, be subject to an additional branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. A non-U.S. Holder generally will not be subject to U.S. federal income tax or withholding tax on distributions with respect to our Common Shares that are treated as capital gain for U.S. federal income tax purposes unless such holder would be subject to U.S. federal income tax on gain realized on the sale or other disposition of our Common Shares, as discussed below.

Taxation of Capital Gains

Subject to the PFIC rules discussed below, upon the sale or other disposition of our Common Shares, a U.S. Holder will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount realized on the disposition of our Common Shares and the U.S. Holder s adjusted tax basis in our Common Shares. Such gain or loss generally will be subject to U.S. federal income tax. An individual U.S. Holder is generally subject to a maximum capital gains rate of 15% for our Common Shares held for more than a year. For U.S. federal income tax purposes, capital losses are subject to limitations on deductibility. Gain realized by a U.S. Holder on the sale or other disposition of our Common Shares generally will be treated as income from sources within the United States for purposes of the foreign tax credit limitation.

A non-U.S. Holder will not be subject to U.S. federal income tax or withholding tax on gain realized on the sale or other disposition of our Common Shares unless (i) the gain is effectively connected with a trade or business of the non-U.S. Holder in the United States (and is attributable to a permanent establishment maintained in the United States by such non-U.S. Holder, if an applicable income tax treaty so requires as a condition for such non-U.S. Holder to be subject to U.S. taxation on a net income basis in respect of gain from the sale or other disposition of our Common Shares) or (ii) such holder is an individual who is present in the United States for 183 days or more in the taxable year of the sale, and certain other conditions are met. Effectively connected gains realized by a corporate Non-U.S. Holder may also, under certain circumstances, be subject to an additional branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

Passive Foreign Investment Company Status

We may be classified as a passive foreign investment company (PFIC) for U.S. federal income tax purposes if certain tests are met. We will be a PFIC with respect to a U.S. Holder if for any taxable year in which the U.S. Holder held our Common Shares, either (i) 75% or more of our gross income for the taxable year is passive income; or (ii) the average value of our assets (during the taxable year) which produce or are held for the production of passive income is at least 50% of the average value of all assets for such year. Passive income means, in general, dividends, interest, royalties, rents (other than rents and royalties derived in the active conduct of a trade or business and not derived from a related person), annuities, and gains from assets which would produce such income other than sales of inventory. For the purpose of the PFIC tests, if a foreign corporation owns at least 25% by value of the stock of another corporation, the foreign corporation is treated as owning its proportionate share of the assets of the other corporation, and as if it had received directly its proportionate share of the income of such other corporation. The effect of this special provision with respect to QIAGEN and our ownership of our subsidiaries is that we, for purposes of the income and assets tests described above, will be

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treated as owning directly our proportionate share of the assets of our subsidiaries and of receiving directly our proportionate share of each of those companies income, if any, so long as we own, directly or indirectly, at least 25% by value of the particular company s stock. Active business income of our subsidiaries will be treated as our active business income, rather than as passive income. Based on our current income, assets and activities, we do not believe that we are currently a PFIC. No assurances can be made, however, that the IRS will not challenge this position or that we will not subsequently become a PFIC.

A determination as to PFIC status is made annually (although an initial determination that we are a PFIC will generally be binding on a shareholder who does not make the qualified election discussed below with respect to the first year such shareholder holds or is deemed to hold our Common Shares). Whether we are a PFIC in any year and the tax consequences relating to PFIC status will depend on the composition of our income and assets. For example, we retain in our business a substantial amount of cash and cash equivalents, and such cash balances are considered by the IRS to be passive assets, even if held as working capital for an active business. Accurate predictions of the composition of our income are particularly difficult in light of the volatile nature of earnings patterns in technological industries. In addition, U.S. tax law is not entirely clear as to the proper classification of all types of income that we may realize or all types of assets that we may hold. We will, however, monitor our income and assets closely in order to make an annual determination as to whether we are a PFIC. Following the close of any tax year, we intend to promptly send a notice to all shareholders of record at any time during such year, if we determine that we are a PFIC.

If we are a PFIC, each of our direct and certain indirect shareholders that is a U.S. person (U.S. Shareholders) either (i) may make an election to report currently its *pro rata* share of our ordinary earnings and net capital gain even if no distributions are actually received from us (the qualified election), or (ii) upon a disposition of our Common Shares, including a disposition pursuant to an otherwise tax-free reorganization, or receipt of an excess distribution (as defined in the Code), will be subject to tax (including an interest charge) generally as if the gain or distribution were earned ratably over the period in which our Common Shares were held and face other adverse tax consequences. Alternatively, under the Taxpayer Relief Act of 1997 , effective for taxable years of U.S. persons beginning after December 31, 1997, U.S. Shareholders may make a mark-to-market election with respect to our Common Shares under which the U.S. Shareholder would include in income each year an amount equal to the excess, if any, of the market value of our Common Shares as of the close of the taxable year over the U.S. Shareholder s adjusted basis in such stock. Under this election, the U.S. Shareholder would be allowed a deduction for the excess, if any, of the adjusted basis of our Common Shares over the market value of the shares as of the close of the taxable year but only to the extent of any net mark-to-market gains with respect to our Common Shares included by the shareholder for prior taxable years. The U.S. Shareholder s adjusted basis in our Common Shares would be adjusted to reflect the amounts included or deducted under this election. Amounts included in income pursuant to a mark-to-market election, as well as gain on the actual sale or other disposition of our Common Shares would be treated as ordinary income. Ordinary loss treatment would also apply to the deductible portion of any mark-to-market loss on our Common Shares, as well as to any loss realized on the actual sale or other disposition of our Common Shares to the extent that the amount of such loss did not exceed the net mark-to-market gains previously included with respect to such stock. An election to mark to market will apply to the taxable year for which made and all subsequent taxable years, unless our Common Shares cease to be treated as marketable stock or the Secretary of the Treasury consents to the revocation of such election.

A shareholder who makes a qualified election may recognize ordinary income or loss as a result of currency fluctuations between the dates of our deemed and actual distributions.

If we become a PFIC, each U.S. Shareholder would be required annually to file IRS Form 8621 (Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund) with such shareholder s timely filed income tax return and with the Internal Revenue Service, whether or not the qualified election (or, for tax years after 1997, the mark-to-market election) is made. A U.S. Shareholder choosing to make a qualified election must also include a shareholder election statement and the PFIC annual information statement that we will provide (as described below) when filing IRS Form 8621 and its income tax return, and should send a copy of the shareholder election statement to the Internal Revenue Service. If we determine that we have become a PFIC, within two months after the end of each year we intend to supply the PFIC annual information statement necessary to make the qualified election for such year to each U.S. Shareholder of record at the end of such year. In such case, we also intend to supply the PFIC annual information statement to any shareholder or former shareholder who requests it.

Prospective purchasers of our Common Shares are urged to consult their tax advisors regarding the PFIC rules and their effect on an investment in our Common Shares, with particular regard to (i) the advisability of

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making the qualified election in the event that we notify the shareholders that we have become a PFIC in any taxable year, or (ii) the advisability of making the mark-to-market election provided in the tax law.

Backup Withholding and Information Reporting

In general, dividend payments, or other taxable distributions, paid within the United States or through certain U.S.-related financial intermediaries on our Common Shares will be subject to information reporting requirements and backup withholding tax at the rate of 28% for a non-corporate United States person and, who also:

- fails to provide an accurate taxpayer identification number;
- is notified by the Internal Revenue Service that the individual has failed to report all interest or dividends required to be shown on the Federal income tax returns; or
- in certain circumstances, fails to comply with applicable certification requirements.

Certain corporations and persons that are not United States persons may be required to establish their exemption from information reporting and backup withholding by certifying their status on Internal Revenue Service Form W-8 or W-9.

If a United States person sells our Common Shares to or through a United States office of a broker, the payment of the proceeds is subject to both United States backup withholding and information reporting unless the individual can certify that they are a non-U.S. person, under penalties of perjury, or they otherwise establish an exemption. If a United States person sells our Common Shares through a non-U.S. office of a non-U.S. broker and the sale proceeds are paid to the person outside the United States then information reporting and backup withholding generally will not apply to that payment. However, United States information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made to the United States person outside the United States, if the person sells our Common Shares through a non-U.S. office of a broker that is a U.S. person or has certain other contacts with the United States.

An individual generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed the individual s income tax liability by filing a refund claim with the United States Internal Revenue Service.

Foreign Currency Issues

If dividends are paid in euros, the amount of the dividend distribution included in the income of a U.S. Holder will be the U.S. dollar value of the payments made in euros, determined at a spot, euro/U.S. dollar rate applicable to the date such dividend is includible in the income of the U.S. Holder, regardless of whether the payment is in fact converted into U.S. dollars. Generally, gain or loss (if any) resulting from currency exchange fluctuations during the period from the date the dividend is paid to the date such payment is converted into U.S. dollars will be treated as ordinary income or loss. We have never paid cash dividends on our share capital and do not intend to do so for the foreseeable future.

Documents on Display

Documents referred to in this Annual Report may be inspected at our principal executive office located at Spoorstraat 50, 5911 KJ Venlo, The Netherlands.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

Our market risk relates primarily to interest rate exposures on cash, marketable securities and borrowings and foreign currency exposures on intercompany transactions. The overall objective of our risk management is to reduce the potential negative earnings effects from changes in interest and foreign exchange rates. Exposures are managed through operational methods and financial instruments. We do not use financial instruments for trading or other speculative purposes.

Interest Rate Risk

Interest income earned on our investment portfolio is affected by changes in the relative levels of market interest rates. We only invest in high-grade investment securities. For the year ended December 31, 2003, the weighted average interest rate on our marketable securities portfolio was from 1.37% to 1.46%.

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Borrowings against lines of credit are at variable interest rates. At December 31, 2002, we had $935,000 of outstanding lines of credit with an average interest rate of 5.5% at December 31, 2002. We had no outstanding lines of credit at December 31, 2003. A hypothetical adverse 10 percent movement in market interest rates would not have materially impacted our financial statements.

In May 2001, we obtained two new loan facilities one for EUR 50.0 million (approximately $63.0 million at December 31, 2003) and the other for $43.5 million with variable interest rates based on EURIBOR (2.10% at December 31, 2003) plus 1.2% and LIBOR (1.12% at December 31, 2003) plus 1.28%, respectively. At December 31, 2003, $99.5 million had been drawn against these facilities. A hypothetical adverse 10 percent movement in market interest rates would decrease 2003 earnings by approximately $313,000, based on the year-end interest rate, a loan balance consistent with that at year-end and a constant foreign exchange rate.

Currency Fluctuations

We operate on an international basis. A significant portion of our revenues and expenses are earned and incurred in currencies other than the U.S. dollar. The euro is the most significant such currency, with others including the British pound, Japanese yen, Swiss franc, Norwegian krone and Canadian and Australian dollars. Fluctuations in the value of the currencies in which we conduct our business relative to the U.S. dollar have caused and will continue to cause U.S. dollar translations of such currencies to vary from one period to another. Due to the number of currencies involved, the constantly changing currency exposures, and the potential substantial volatility of currency exchange rates, we cannot predict the effect of exchange rate fluctuations upon future operating results. However, because we have substantial expenses as well as revenues in each of our principal functional currencies, the exposure of our financial results to currency fluctuations is reduced. In general terms, depreciation of the U.S. dollar against our other foreign currencies, such as occurred in 2003 with respect to the euro, will increase reported net sales. However, this impact normally will be at least partially offset in the results of operations by gains or losses from foreign currency transactions.

Currency Hedging

In the ordinary course of business, we purchase instruments with which we intend to hedge foreign currency fluctuations with the principle objective of minimizing the risks and/or costs associated with global financial and operating activities. Generally we hedge a majority of the anticipated cash flow that we expect to exchange into other currencies, subject to our short-term financing needs. We do not utilize financial instruments for trading or other speculative purposes. At December 31, 2003, these foreign currency instruments consisted of options, which give us the right, but not the obligation, to purchase foreign currencies in exchange for U.S. dollars at predetermined exchange rates. These options are marked to market through our statements of income and are not designated as effective hedges according to the provisions of SFAS 133. At December 31, 2003, the notional amount of foreign currency exchange options was $1.0 million. The functional currency of the foreign currency exchange options was the euro, with a notional weighted average exchange rate of 1.1600.

Foreign Currency Exchange Rate Risk

Our principal production and manufacturing facility is located in Germany and intercompany sales of inventory expose us to foreign currency exchange rate risk. Intercompany sales of inventory are generally denominated in the local currency of the subsidiary purchasing the inventory in order to centralize foreign currency risk with our German subsidiary. Payment for intercompany purchases of inventory is required within 30 days from invoice date. The delay between the date the German subsidiary records revenue and the date when the payment is received from the purchasing subsidiaries exposes us to foreign exchange risk. The exposure results primarily from those transactions between Germany and the U.S.

The foreign currency exchange rate risk is partially offset by transactions of the German subsidiary denominated in U.S. dollars. Hedging instruments include foreign currency put options that are purchased to protect the majority of the existing and/or anticipated receivables resulting from intercompany sales from Germany to the U.S. These options give us the right, but not the obligation, to purchase foreign currencies in exchange for U.S. dollars at predetermined exchange rates. Management does not believe that our exposure to foreign currency exchange rate risk is material.

Item 12. Description of Securities other than Equity Securities

Not Applicable

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PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

Not applicable.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Not applicable.

Item 15. Controls and Procedures

Our Managing Directors, with the assistance of other members of management, performed an evaluation of our disclosure controls and procedures, as that term is defined in Rule 13a-14(c) of the Securities Exchange Act of 1934, as amended, within 90 days of the date of this report. Based on that evaluation, they concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in this report is recorded, processed, summarized and reported on a timely basis.

There were no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation. No significant deficiencies and material weaknesses were identified that required corrective actions.

Item 16A. Audit Committee Financial Expert

The Board has designated Dr. Heinrich Hornef as an audit committee financial expert as that term is defined in the SEC rules adopted pursuant to the Sarbanes-Oxley Act.

Item 16B. Code of Ethics

QIAGEN has in place a Code of Conduct that applies to all Directors, officers and employees which qualifies as a code of ethics, as required by recently adopted SEC and Nasdaq rule adoptions under the Sarbanes-Oxley Act of 2002. The Code of Conduct applies to QIAGEN s principal executive officer and principal financial officer, principal accounting officer or controller and other persons performing similar functions. The full text of the Code of Conduct is available from the Company upon request.

Item 16C. Principal Accountant Fees and Services

Audit fees

QIAGEN paid Ernst & Young LLP approximately $550,000 and $500,000 in audit fees for the fiscal years ended December 31, 2003 and 2002, respectively.

Audit fees consist of fees and expenses billed for the annual audit of QIAGEN s consolidated financial statements. They also include fees billed for other audit services, which are those services that only the statutory auditor can provide, and include the review of documents filed with the SEC.

Audit-related fees

QIAGEN paid Ernst & Young LLP approximately $200,000 and $100,000 in audit-related fees for the fiscal years ended December 31, 2003 and 2002, respectively.

Audit-related fees consist of fees and expenses billed for assurance and related services that are related to the performance of the audit or review of QIAGEN s financial statements and include consultations concerning financial accounting and reporting standards; internal control reviews; and statutory audit of subsidiaries financial statements.

Tax fees

QIAGEN paid Ernst & Young LLP approximately $300,000 in tax fees for the fiscal years ended December 31, 2003 and 2002, respectively.

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Tax fees include fees and expenses billed for tax compliance services, including assistance on the preparation of tax returns and claims for refund; tax consultations, such as assistance and representation in connection with tax audits and appeals, tax advice related to mergers and acquisitions, transfer pricing, and requests for rulings or technical advice from taxing authorities; tax planning services; and expatriate tax compliance, consultation and planning services.

All other fees

QIAGEN paid Ernst & Young LLP approximately $350,000 and $400,000 in all other fees for the fiscal years ended December 31, 2003 and 2002, respectively.

All other fees include fees and expenses billed for services such as information technology projects and cost segregation studies as allowed by the Sarbanes Oxley Act of 2002.

Pre-approval policies

All audit related services, tax services and other services rendered by Ernst & Young LLP were pre-approved by the Audit Committee. The Audit Committee has adopted a pre-approval policy that provides for the pre-approval of all services performed for us by Ernst & Young LLP.

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PART III

Item 17. Financial Statements

See Item 18.

Item 18. Financial Statements

See pages F-1 through F-28 included herein.

Item 19. Exhibits

(A) The following financial statements, together with the reports of Ernst & Young LLP and Arthur Andersen LLP thereon, are filed as part of this annual report:

Report of Independent Auditors

Report of Independent Public Accountants

Consolidated Balance Sheets

Consolidated Statements of Income

Consolidated Statements of Shareholders Equity and Comprehensive Income

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

(B) For a list of exhibits filed with this Form 20-F, refer to the exhibit index beginning on page 105.

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QIAGEN N.V. AND SUBSIDIARIES

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