

## QIAGEN N.V.

### AUDIT COMMITTEE CHARTER

This Charter was updated on April 26, 2018 on the basis of Article 10 of the Charter of the Supervisory Board

#### **Article I. - Purpose**

The primary function of the Audit Committee (the "Committee") is to assist the Supervisory Board (the "Board") in fulfilling its oversight responsibilities to the shareholders and potential shareholders of QIAGEN (the "Company"), the investment community, and others by reviewing:

the financial reports and other financial information provided by the Company to designated regulatory bodies or the public;

the Company's systems of internal controls regarding finance, accounting, complaint procedures, legal compliance and ethics that Management and the Board have established;

QIAGEN 's enterprise risk management, including major financial risk exposures;

the independent public accountant's qualifications and independence;

and the Company's auditing, accounting and financial reporting processes generally.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

Serve as an independent and objective party to monitor the Company's accounting and financial reporting process and internal control system.

Be directly responsible for the nomination, compensation and oversight of the Company's independent public accountants.

Provide an open avenue of communication among the independent public accountants, Management and the Board.

#### **Article II. - Authority**

The Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee. The Committee may request any managing director or employee of the Company or the Company's outside counsel or independent public accountant to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and

the authority to engage and determine funding for independent counsel and other advisers as it determines necessary to carry out its duties as set forth in Section 301 of the Sarbanes Oxley Act (the “Act”) as well in the Dutch Corporate Governance Code (the “Code”).

### **Article III. - Composition**

The Audit Committee shall be comprised of three or more independent members as determined by the Board, each of whom shall meet the independence and expertise requirements of the Code or The New York Stock Exchange (the “Exchange”), as such requirements may be changed from time to time, as set forth in the listing requirements of the Exchange or the Code. Members of the Committee shall be considered independent as long as they do not accept any consulting, advisory, or other compensatory fee from the Company other than mentioned in the third paragraph of this article and are not an affiliated person, as defined by the Exchanges, of the Company or its subsidiaries, and meet the independence requirements of the Code, SEC and the Exchange’s listing requirements.

All members of the Committee must be able to read, understand and interpret fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement at the time they join the board, and at least one member of the Committee shall have accounting or related financial Management expertise and be determined by the Board to be a financial expert, as specified in Section 407(b) of the Sarbanes-Oxley Act, the Code and SEC regulations under the Act.

An Audit Committee Member may not receive any compensation except for Board or Committee service in accordance with Section 301 of the Act.

### **Article IV. - Appointment**

The Chairman and members of the Committee shall be appointed by the Supervisory Board and serve for a term of one year.

### **Article V. - Chairman**

The Chairman shall be primarily responsible for the proper functioning of the audit Committee. He shall act as the spokesman of the Audit Committee and shall be the main contact for the Supervisory Board.

### **Article VI. - Meetings**

The Committee shall meet at least four times annually, or more frequently as circumstances dictate, whereby the majority of meetings shall be held at the office of the Company. The Committee shall make regular reports to the Board. At any meeting of the Committee, the greater of 2 members or a majority of the members of the Committee shall constitute a quorum. Committee meetings are generally held at the offices of the Company. As part of its job to ensure open communications, the Committee shall meet at least quarterly with the Chief Financial Officer and

the independent public accountants in separate executive sessions to discuss any matters that the Committee or either of these groups believe should be discussed. The Committee should meet with the independent public accountants and Management annually to review the Company's financial statements. Meetings may be in person or via teleconference or videoconference; at least one meeting should be in person.

Within four weeks after the closing of the meeting – if possible earlier – the Chairman shall sign as evidence the complete minutes of that meeting and distribute them to the members of the Supervisory Board.

## **Article VII. - Responsibilities and Duties**

### **Section 7.01 Documents/Reports/Transactions**

The Committee should obtain an understanding of the Company's structure, reporting process, internal controls, suppliers and customers, use of technology and other matters so that the Committee can:

Review and assess the adequacy of this Charter as conditions dictate and propose changes to the Board for approval.

Review with Management and the independent public accountants the Company's quarterly earnings reports prior to its release to the press, as well as financial information and earnings guidance provided to analysts and rating companies.

Review the quarterly and annual reports (reported on Forms including Forms 6-K and 20F) and any reports or other financial information to be filed with the Securities Exchange Commission or the Deutsche Boerse in accordance with US-GAAP and IFRS as well as the consolidated accounts and the stand-alone financial statements, including the results of the independent public accountants' reviews of the financial statements and the Company's specific disclosures under "Operating and Financial Review and Prospects" prior to the filing.

Review and pre-approve all related-party transactions between the Company and Supervisory Directors or Management Board Members.

Discuss with Management and the independent public accountants whether the Company's affiliated entities are in conformity with applicable legal requirements and the Code of Conduct, including disclosures of insider and affiliated party transactions.

Advise the Board of the Company's compliance.

Meet periodically with Management to review the Company's major financial risk exposures and the steps Management has taken to monitor and control such exposures.

### **Section 7.02 Independent Public Accountants**

The Audit Committee has the sole authority to:

Nominate, subject to shareholder approval, determine funding for, and oversee the independent public accountant (including resolution of disagreements between Management and the independent public accountant regarding financial reporting), as set forth in Section 301 of the Act. The Audit Committee acts as representatives of the Company's shareholders, and as representatives of the shareholders has the authority and responsibility to select, evaluate, and

where appropriate, nominate an independent public accountant to be proposed for shareholder approval.

Recommend the selection of independent public accountants to audit the consolidated financial statements and local books and records of the Company and its subsidiaries. The firm selected is ultimately accountable to the Audit Committee and the Board for its review of financial statements and controls of the Company.

Approve, in advance, the fees and terms for audit services provided by independent public accountants.

Approve, in advance, the retention of the independent public accountants for any permissible non-audit services as set forth in Section 202 of the Act and the fees for such services.

Delegate pre-approval authority required by (c) and (d) of this Section 7.02 to one or more of its members. Should the Audit Committee delegate such authority, appropriate procedures will be established, including putting in place a procedure whereby the decisions of any member to whom authority is delegated to pre-approve services shall be presented to the full audit Committee at each of its scheduled meetings.

Review the experience and qualifications of the senior members of the independent public accountants' team and the quality control procedures of the independent public accountants.

Review the independence of independent public accountants by receiving from, and reviewing and discussing with, the independent public accountants, on a periodic basis, a formal written statement delineating all relationships between the independent public accountants and the Company consistent with Independence Standards Board Standard 1 ("ISB No. 1"); reviewing and discussing with the Board, if necessary, and the independent public accountants, on a periodic basis any disclosed relationships or services between the independent public accountants and the Company or any other disclosed relationships or services that may impact the objectivity and independence of the independent public accountants; and recommending, if necessary, that the Board take appropriate action to satisfy itself of the independent public accountants' independence.

Review the performance of the independent public accountants with Management, and when circumstances warrant, recommend to the Board any discharge of the independent public accountants.

Discuss on a quarterly basis the scope and results of the quarterly reviews and annual audits with the independent public accountants; meet annually outside the presence of Management. At any time, either the independent public accountant or the Audit Committee may request a meeting outside the presence of Management.

Discuss with the independent public accountant the matters to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit.

Obtain from the independent public accountant assurance that Section 10A of the Securities Exchange Act of 1934 has not been implicated.

Recommend to the Board guidelines for the Company's hiring of employees of the independent public accountant who were engaged on the Company's account. Consideration will be given to the Exchanges', the Codes' and the Act's guidelines of independence for former public accountant.

Discuss with the independent public accountant prior to the audit the overall scope and plans for their respective audits, including the adequacy of staffing and compensation. Also, the Committee shall discuss with Management and the independent public accountants the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs.

### **Section 7.03 Internal Audit**

The Committee shall:

Review with Internal Audit and Management the charter, activities, staffing, and organizational structure of the internal audit function.

Have final authority to review and approve the annual audit plan and all major changes to the plan. Ensure there are no unjustified restrictions or limitations for Internal Audit, including direct access line to the Audit Committee. In addition, as part of its job to ensure open communications, the Audit Committee should meet with Internal Audit in separate executive sessions to discuss any matters that the Committee or either of these groups believes should be discussed.

At least once per year, review the effectiveness of the internal audit function. Internal Audit should provide the Audit Committee with an annual report of the audits performed and high-level analysis of the time spent and adequacy of the current resources.

Review and discuss QIAGEN's enterprise risk assessment with Internal Audit and Management, including all major financial risk exposures, and the steps Management has taken to monitor and control those exposures, including QIAGEN's risk assessment and risk management policies. Any significant changes to a specific risk factor should be presented quarterly.

### **Section 7.04 Financial Reporting Process**

The Audit Committee shall:

Discuss the Company's financial accounting and reporting principles and policies in accordance with US-GAAP and IFRS as well as the adequacy of the Company's internal accounting, financial and operating controls that could significantly affect the Company's financial statements with the independent public accountants, Internal Audit and Management.

Consider the independent public accountants' judgment about the quality and appropriateness of the Company's accounting principles and approve any recommendations regarding changes to the Company's accounting policies and processes as suggested by the independent public accountants or Management.

Review with Management and the independent public accountants the effect of regulatory and accounting initiatives as well as any off-balance sheet structures and transactions on the Company's financial statements.

Review judgments made in connection with the preparation of the Company's financial statements, including an analysis of the effect of alternative GAAP methods on the Company's financial statements and a description of any transactions as to which Management obtained

Statement on Auditing Standards No. 50 (Reports on the Application of Accounting Principles) letters.

Discuss with Management, Internal Audit and the independent public accountants the certification procedures to understand what was done to certify the accuracy of the Company's financial statements and disclosures including a detailed understanding of any potential "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, and any steps taken to resolve the issue.

#### **Section 7.05 Process Improvement**

The Audit Committee shall:

On a quarterly basis, review separately with each of Management and the independent public accountants any significant difficulties encountered during the course of their work, including any restrictions on the scope of work or access to required information.

Review any significant disagreement among Management and the independent public accountants in connection with the preparation of the financial statements or changes in the planned scope of the audit.

Review any Management letter provided by the public accountant to the Audit Committee and the Company's response to that letter.

Review with the independent public accountants, Internal Audit and Management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.

#### **Section 7.06 Ethical and Legal Process**

The Committee shall:

Review with the Company's Head of Legal and Compliance, any legal or compliance matter that could have a significant impact on the Company's financial statements, including any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements, accounting policies or compliance with laws and regulations.

Prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Establish complaint procedures regarding the receipt, retention, and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. It is the responsibility and requirement of Management to inform the Audit Committee about any knowledge of material fraud or material suspected fraud. If any fraud or suspected fraud is within top Management of the Company, it should be reported immediately to the Audit Committee.

Perform any other activities consistent with this Charter, the Company's Articles of Association and governing law, as the Committee deems necessary or appropriate.

Notwithstanding any of the foregoing, the potential legal liability of the Committee members shall be no greater than that of other members of the Board.

**Section 7.07 Evaluation**

The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of Management and the independent public accountant.