

CHARTER GOVERNING THE INTERNAL ORGANIZATION OF THE SUPERVISORY BOARD OF QIAGEN N.V.

Article 1 – Scope

- 1.1. These rules (the “**Supervision Charter**”) governing the internal organisation of the supervisory board (the “**Supervisory Board**”) of Qiagen N.V. (the “**Company**”) have been updated on April 30, 2021. QIAGEN NV’s corporate governance is subject to laws and regulations of countries including The Netherlands and the United States as well as regulatory bodies in those countries and others. In addition, the Company has adopted and complies with the rules and codes including the Dutch Corporate Governance Code and the corporate governance rules set by NYSE.
- 1.2. This Supervision Charter may be amended in writing by a simple majority of the votes cast by members of the Supervisory Board (the “**Supervisory Directors**”) in office.
- 1.3. In addition to provisions according to article 1.1 and the articles of association of the Company (the “**Articles**”), this Supervision Charter provide for provisions concerning the affairs of the Supervisory Board, which rules shall be observed by the Supervisory Board and each Supervisory Director.
- 1.4. The Managing Board of the Company (the “**Managing Board**”) has declared to approve the contents of this Supervision Charter and to observe the Supervision Charter to the extent the Supervision Charter regards the Managing Board.

Article 2 – Supervision

- 2.1. The Supervisory Board has the task of supervising the activities of the Managing Board and the general affairs of the Company and its subsidiaries and affiliates and the associated enterprise. The supervision of the Managing Board by the Supervisory Board shall include the supervision of
 - a) The achievement of the Company’s objectives
 - b) The corporate strategy and the risks inherent in the business activities
 - c) The structure and operation of the internal risk management and control systems;
 - d) The financial reporting process
 - e) The observance of good corporate governance

In the fulfilment of their duties, the Supervisory Directors aim to promote the interest of the Company and the associated enterprise.

- 2.2. In performing its duties as referred to in article 2.1. the Supervisory Board supervises that the policy of the Company shall be in accordance with the applicable statutory provisions, the Articles and other applicable provisions and that the continuity, profitability and liquidity of the Company shall be guaranteed. The Supervisory Board ascertains itself that the resolutions of the Managing Board are based on good grounds and are adopted carefully.

Resolutions of the Managing Board or the shareholders meeting of the Company (the "Shareholders Meeting") that require the approval of the Supervisory Board are only adopted after the Supervisory Board has given its approval to such proposed resolution.

Certain resolutions of the Managing Board require approval by the Supervisory Board as laid out in the Rules governing the internal organisation of the Managing Board.

Article 3 – Appointment Chair and Secretary

- 3.1. The Supervisory Board appoints a chair from its midst (the "**Chair**").
- 3.2. The Supervisory Board appoints a vice chair from its midst (the "**Vice Chair**").
- 3.3. The Supervisory Board appoints a secretary (the "**Secretary**") either from or not from among its members.

Article 4 – Chair

- 4.1. The Chair represents the Supervisory Board. The Chair ensures active participation of all Supervisory Directors to the duties of the Supervisory Board and co-ordinates the activities of the Supervisory Board.
- 4.2. The Chair co-ordinates the contact between the Supervisory Board and the Managing Board. The Chair shall contact and shall be contacted by the Managing Board frequently. The Chair shall procure that the committees of the Supervisory Board function properly and that the performance of the Managing Board members and Supervisory Directors is assessed at least once a year.
- 4.3. If the Chair is absent or otherwise unavailable, the Vice Chair shall perform the duties of the Chair as stipulated in the Articles and the Supervision Charter.

Article 5 – Remuneration and reimbursement of expenses

- 5.1. The remuneration of the Supervisory Directors shall be proposed annually by the Compensation Committee as defined in article 11 and determined by the annual general meeting of shareholders of the Company (the "**AGM**").
- 5.2. This remuneration is based upon the (non-binding) recommendation by the Compensation Committee. The remuneration consists of a
- fixed component
 - committee membership component

- and can include an equity-based component if approved by the shareholder's meeting.

The Company pays the cash remuneration for the previous year after the AGM upon receipt of an appropriate invoice from the Supervisory Director. The Company shall not grant its Supervisory Directors any personal loans, guarantees or the like unless in the normal course of business and after approval of the supervisory board. No remission of loans shall be granted.

- 5.3. In addition, any related expenses of the Supervisory Directors shall be reimbursed. The Company shall reimburse these expenses after receipt of detailed expense report (invoice) and the receipts on a quarterly basis. All expenses that are reasonably related to the attendance of the meetings of the Supervisory Board are deemed to be included in the remuneration and reimbursement as referred to in this article 5, unless explicitly agreed otherwise.
- 5.4. If a Supervisory Director is obliged to charge VAT, the Company shall pay such VAT.
- 5.5. If the Managing Board deems it expedient to adjust the remuneration and allowance of the Supervisory Board it shall propose the Supervisory Board to do so.
- 5.6. If a Supervisory Director resigns or is appointed in the course of a year, the remuneration and reimbursement shall be determined proportionately.

Article 6 – Meetings of the Supervisory Board

- 6.1. The Supervisory Board meets at least five (5) times a year at such dates and places as agreed each year in respect of the following year, whereby three (3) meetings shall be held at the Company's corporate headquarter in Venlo, the Netherlands. Furthermore the Supervisory Board shall meet whenever two (2) or more Supervisory Directors or the Managing Board so request at the principal place of the meeting in the corporate headquarter in Venlo, the Netherlands.
- 6.2. The CEO or another member of the Managing Board shall, at the instructions of the Chair or one of the Supervisory Directors who have requested to hold a meeting, convene the meeting. The notification states the time and place of the meeting as well as an agenda listing the matters to be dealt with in that meeting. Furthermore, copies of all the documents substantiating the matters to be dealt with in that meeting must be sent to all Supervisory Directors at the same time. The notice period should preferably be at least seven (7) days, not including the date of the notification and the date of the meeting, unless all Supervisory Directors agree otherwise.
- 6.3. Without prejudice to the provisions of this Article 6, the CEO and CFO attend the meetings of the Supervisory Board, unless the Supervisory Board agrees otherwise.

- 6.4. The Chair is entitled to invite other persons to attend a meeting of the Supervisory Board. If one or more Supervisory Directors object to the attendance of such persons, the Supervisory Board shall decide.
- 6.5. The Chair presides over meetings of the Supervisory Board. The minutes of a meeting are kept by the Secretary and are adopted, if possible, at the meeting in question and signed as evidence of their adoption by the Chair and the Secretary.
- 6.6. The minutes of a meeting are summary and not "verbatim." They reflect the matters discussed, the considerations, positions and resolutions of the meeting concerned. The resolutions adopted are included in the minutes of a meeting, stating the resolutions approved and adopted in the meeting concerned.
- 6.7. Within four (4) weeks after the closing of the meeting – if possible earlier – the Chair and the Secretary shall sign as evidence the complete minutes of that meeting and distribute them to the members of the Supervisory Board.
- 6.8. The Supervisory Board meets in the absence of the Managing Board at least once a year and furthermore at the request of the majority of the Supervisory Board Members. In this meeting the performance of the Managing and Supervisory Board, the co-operation with the Company and the evaluation of the Managing Board and its members are discussed.
- 6.9. The Supervisory Board shall discuss at least once a year the corporate strategy and the risks of the business, and the result of the assessment by the Managing Board and the Audit Committee of the structure and operation of the internal risk management and control systems, as well as any significant changes thereto. Reference to these discussions shall be made in the report of the Supervisory Board.
- 6.10. Supervisory Directors who are frequently absent shall be called to account for this. The report of the Supervisory Board shall state which Supervisory Directors have been frequently absent from meeting of the Supervisory Board.

Article 7 – Resolutions of the Supervisory Board

- 7.1. The Supervisory Board is only entitled to adopt resolutions in a meeting where a majority of the Supervisory Directors are present or represented and when the Supervisory Directors are properly convened. No resolutions are adopted on matters that are not listed in the agenda of the meeting, unless adopted unanimously at a meeting where all Supervisory Directors are present or represented. Resolutions are adopted by an absolute majority of votes cast. In a tie vote, no resolution shall have been adopted.
- 7.2. Every Supervisory Director has the right to cast one vote at a meeting of the Supervisory Board.
- 7.3. A Supervisory Director has the right to cast their vote in case of their absence in writing or by telephone or other comparable means. Furthermore a Supervisory Director may issue a proxy, however, only to another Supervisory Director.

- 7.4. In accordance with article 25.1 of the Articles, the Supervisory Board may adopt any resolution that it could adopt at a meeting without holding a meeting if the proposal for such resolution has been communicated in writing to all Supervisory Directors and no Supervisory Director has objected to this method of adoption of a resolution. Such a resolution is only valid if all Supervisory Directors have cast their votes in writing, by telefax, by telex or by telecopier in favor of the proposal concerned.
- 7.5. If every Supervisory Director agrees and only for expedited reasons a Supervisory Director may participate in any meeting of the Supervisory Board by telephone or by video-conference, provided that such Supervisory Director can at all times hear and be heard by all other Supervisory Directors participating in such meeting; for all purposes such Supervisory Director is considered to be present at such meeting and is able to vote and otherwise participate in such meeting as if they were physically present at such meeting. Every Supervisory Director shall be present in person at least at half of all meetings during a calendar year.
- 7.6. If every Supervisory Director agrees, and only for expedited reasons, the meetings of the Supervisory Board may be held by means of modern conference technologies such as telephone or video conference, provided that at all times all participating Supervisory Directors can hear and can be heard by all other participating Supervisory Directors.

Article 8 – Information

- 8.1. The Managing Board provides the Supervisory Board with written information about all facts and matters relating to the Company that the Supervisory Board reasonably requires to perform its duties properly.
- 8.2. Without prejudice to article 8.1. the Managing Board shall provide the Supervisory Board on a quarterly basis with a report including information on commercial and operational matters, financial overview and personnel issues. This report will be accompanied by explanatory notes thereto from the Managing Board.
- 8.3. The Managing Board shall provide the Supervisory Board on an annual basis with a comprehensive plan and budget for the next year. This budget shall include an operational budget, financial projections and targets, an investment budget, personnel budgets and other non-financial targets.
- 8.4. At the expense of the Company, the Supervisory Board may obtain such advice from experts as the Supervisory Board deems desirable for the proper fulfilment of its duties.

Article 9 – Resignation of Supervisory Directors

- 9.1 Supervisory Directors shall retire early in the event of inadequate performance, structural incompatibility of interests, and other instances where retirement is deemed necessary at the discretion of the Supervisory Board.

- 9.2 Supervisory Directors who take on management roles in the Company temporarily, where the Managing Board members are absent or unable to discharge their duties, shall (temporarily) resign from the Supervisory Board in order to do so.
- 9.3 The Supervisory Board consists of a such number of members as the joint meeting of the members of the Supervisory Board and the members of the Managing Board (the "**Joint Meeting**") may from time to time determine. The Supervisory Directors are appointed by the Shareholders Meeting according to a binding nomination made by the Joint Meeting. Upon invitation thereto by the Managing Board, the Joint Meeting makes a binding nomination in accordance with the provision of the Articles. The Joint Meeting strives for an appropriate representation of experience and qualifications within the Supervisory Board.
- 9.4 If during a 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 following annual Shareholders Meeting. The Supervisory Board may in such manner appoint Supervisory Directors up to a maximum of one third (1/3) of the number of Supervisory Directors as determined by the Joint Meeting in accordance with paragraph 3 of this Article.
- 9.5 Each Supervisory Director informs in advance the Supervisory Board of each additional office they accept. If a person has such a number of additional offices that good fulfilment of their duties as Supervisory Director is not guaranteed, this person shall not be (re)appointed as Supervisory Director.

Article 10 – Audit Committee

- 10.1 In accordance with the article 23.1 of the Articles, a committee of the Supervisory Board known as the Audit Committee (the "**Audit Committee**") has been established.
- 10.2 The Audit Committee is and shall be comprised of not less than three (3) independent Supervisory Directors.
- 10.3 The operations of the Audit Committee are governed by an Audit Committee Charter, which is adopted by the Supervisory Board.

Article 11 – Compensation & Human Resources Committee

- 11.1 In accordance with the article 23.1 of the Articles, a committee of the Supervisory Board known as the Compensation & Human Resources Committee (the "**Compensation & Human Resources Committee**") has been established.
- 11.2 The Compensation & Human Resources Committee is and shall be comprised of not less than two (2) Supervisory Directors.
- 11.3 The primary responsibility of this Committee is to make a (non-binding) recommendation to the Supervisory Board in respect of the compensation to be granted to the Supervisory Directors and the members of the Managing Board. The Supervisory Board may also delegate certain other compensation matters to this Committee.

- 11.4 The compensation of members of the Managing Board shall be comprised of a fixed salary and variable components and other compensation. The variable components shall include, but not be limited to, one-time and annually payable components linked to the business performance, as well as long-term incentives based on comparative parameters determined in advance.
- 11.5 The operations are governed by a Committee Charter to be adopted by the Supervisory Board.

Article 12 – Nomination & ESG Committee

- 12.1 In accordance with the article 23.1 of the Articles, a committee of the Supervisory Board known as the Nomination & ESG_Committee (the "**Nomination & ESG Committee**") has been established.
- 12.2 The Nomination & ESG Committee is and shall be comprised of not less than two (2) Supervisory Directors.
- 12.3 The operations are governed by a Committee Charter to be adopted by the Supervisory Board.

Article 12a – Science & Technology Committee

- 12a.1 In accordance with the article 23.1 of the Articles, a committee of the Supervisory Board known as the Science & Technology Committee (the "**Science & Technology Committee**") has been established.
- 12a.2 The Committee shall be comprised of not less than two (2) Supervisory Directors.
- 12a.3 The operations are governed by a Committee Charter to be adopted by the Supervisory Board.

Article 12b – Special Committee

- 12b.1 In accordance with the article 23.1 of the Articles, the Supervisory Board can establish one or more committees of the Supervisory Board, each known as a Special Committee. A Special Committee may be established on a case-by-case basis for specific major corporate transactions or other corporate events by resolution of the Supervisory Board.
- 12b.2 A Special Committee shall be comprised of not less than two (2) Supervisory Directors.
- 12b.3 The operations of a Special Committee are governed by a Special Committee Charter to be adopted by the Supervisory Board.

Article 13 – Relationship with shareholders

- 13.1 The Supervisory Board sees to it that the Shareholders Meetings are as required and appropriate, that the notice of the meeting states the matters to be dealt with and that the provisions of the Articles relating to the minutes of the meeting are complied with.

- 13.2 The Chair, the CEO and the CFO shall attend the Shareholders Meetings. All other Supervisory Directors and members of the Managing Board shall be invited to attend. In accordance with article 32.1 of the Articles, the Chair presides over the Shareholders Meeting. In case of absence of the Chair, the Vice Chair shall preside over the meeting.
- 13.3 The Supervisory Board provides the Shareholders Meeting with all requested information that relate to matters listed in the agenda, unless it is not in the interest of the Company.

Article 14 – Conflicts of Interest

- 14.1 A Supervisory Director shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the Company and/or to this person, to the Chair and shall provide all relevant information, including information concerning their spouse, registered partner or other life companion, child, foster child and relatives by blood or marriage up to the second degree (the “Relatives”). If the Chair has a conflict of interest or potential conflict of interest that is of material significance to the Company and/or to this person, they shall report this immediately to the Vice Chair and shall provide all relevant information, including information concerning their Relatives. The Supervisory Director concerned shall not take part in the assessment by the Supervisory Board as to whether a conflict of interest exists or take part in a discussion and/or decision-making on a subject or transaction in relation to which they have a conflict of interest with the Company. A conflict of interest exists in any event if the Company intends to enter into a transaction with a legal entity (i) in which a Supervisory Director personally has a material financial interest; (ii) which has a Managing Board member who has a relationship under family law with a member of the Supervisory Board of the Company, or (iii) in which a member of the Supervisory Board of the Company has a management or supervisory position.
- 14.2 All transactions in which there are conflicts of interest with Supervisory Directors shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with Supervisory Directors that are of material significance to the Company and/or to the relevant Supervisory Directors require the approval of the Supervisory Board. Such transactions shall be published in the Annual Report, together with a statement of the conflict of interest and a declaration that best practice provisions III.6.1 to III.6.3 inclusive of the Code have been complied with.
- 14.3 Article 14.2 applies *mutatis mutandis* to members of the Managing Board. In addition, a conflict of interests is deemed to exist in case the Company intends to enter into a transaction with a person or entity that holds at least ten percent (10%) of the shares in the Company.

Each member of the Managing Board shall immediately report any potential conflict of interests concerning a member of the Managing Board to the Chair of the Supervisory Board. The Managing Board member with such (potential) conflict of interests must provide the Chair with all information relevant to the conflict of interests, including information relating to his Relatives. In all circumstances, the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests pursuant to which the transaction must be concluded on terms at least customary in the sector concerned. Resolutions to enter into such transaction must be approved by the Supervisory Board. The Chair shall procure that these transactions will be referred to in the Company's Annual Report with reference to the conflict of interests and a declaration that this Article 14.3 was complied with.

Article 15 – Secrecy

Each Supervisory Director keeps all information and documentation they receive in their capacity as Supervisory Director strictly confidential, also after retirement or dismissal.

Article 16 – Applicable law

This Supervision Charter shall be governed by and construed in accordance with the laws of The Netherlands.