PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION OF QIAGEN N.V.

Synthetic Share Repurchase

This document contains an explanation to the proposed amendments of the articles of association of QIAGEN N.V. (the "**Company**"), in connection with the proposal for a synthetic share repurchase and to, if implemented, repay an amount to be determined by the managing board within the boundaries set forth in the Proxy Statement (as defined below) (the "**Repayment Amount**") to the holders of ordinary shares and/or fractional shares. A further explanation of the synthetic share repurchase is included in the proxy statement, which includes the agenda of the annual general meeting of the Company, to be held on June 24, 2026 (the "**AGM**"), and the explanatory notes to the agenda (the "**Proxy Statement**"). This Proxy Statement is available at the Company's office and on the Company's website (https://corporate.qiagen.com/agm2026).

The synthetic share repurchase, which in principle comprises three subsequent amendments to the Company's articles of association, can be summarized as follows:

1. the first amendment of the Company's articles of association ("**Amendment Part I**") provides for an increase of the nominal value of each ordinary share, the amount of which increase depends on the share consolidation ratio that the managing board will determine as further explained in the Proxy Statement;

2. the second amendment of the Company's articles of association ("**Amendment Part II**") provides for (i) a consolidation of the ordinary shares and the fractional shares, if any, and (ii) (possibly) an additional increase of the nominal value needed for rounding purposes, which all depends on the share consolidation ratio that the managing board will determine as further explained in the Proxy Statement; and

3. the third amendment of the Company's articles of association ("**Amendment Part III**") provides for a decrease of the nominal value of each ordinary share to EUR 0.01 (the current nominal value of the ordinary shares) and the repayment of the Repayment Amount, all as further explained in the Proxy Statement.

This triptych provides the following information:

a. the first column of this document includes the articles of association of the Company as they read immediately prior to the execution of the relevant notarial deed of amendment of the articles of association: for Amendment Part I the relevant provisions of the current articles of association of the Company are included; for Amendment Part II the relevant provisions of the Company's articles of association as proposed under Amendment Part I are included; and for Amendment Part III the relevant provisions of the Company's articles of association as proposed under Amendment Part II are included;

b. the second column states the proposed amendments, to be implemented through the execution of a notarial deed of amendment of the Company's articles of association; and

c. the third column contains the explanatory notes to the proposed amendments.

The concluding statements, which are included at the end of each notarial deed of amendment (as published on the Company's website, in both Dutch and English) do not form part of the amendments to the Company's articles of association, but do form part of the relevant notarial deed.

This document contains unofficial translations of the Company's articles of association and the proposed amendments thereto. As a matter of Dutch law, the Dutch text will prevail. A Dutch version of this triptych, as well as official Dutch versions of the draft deeds of amendment of the articles of association can be found on the Company's website.

AMENDMENT PART I

CURRENT ARTICLES	PROPOSED ARTICLES	EXPLANATORY NOTES
I. Proposed amendments to article 3.1		
3.1. The authorised capital of the company amounts to nine million euro (EUR 9,000,000), divided into four hundred and ten million (410,000,000) ordinary shares of one eurocent (EUR 0.01) each, forty million (40,000,000) financing preference shares of one eurocent (EUR 0.01) each and four hundred and fifty million (450,000,000) preference shares of one eurocent (EUR 0.01) each.	3.1. The authorised capital of the company amounts to ~~nine million~~[●] euro [and [●] eurocent] (EUR ~~9,000,000~~[●]), divided into four hundred and ten million (410,000,000) ordinary shares of ~~one~~[[●] euro][and][[●] eurocent] (EUR ~~0.01~~[●]) each, forty million (40,000,000) financing preference shares of one eurocent (EUR 0.01) each and four hundred and fifty million (450,000,000) preference shares of one eurocent (EUR 0.01) each.	*It is proposed to increase the nominal value of the ordinary shares, as a result of which the issued share capital and the authorised share capital will increase. The new nominal value will depend on the share consolidation ratio that the managing board will determine by using the formula as set out in the Proxy Statement.*
Concluding statements Amendment Part I		
	Finally the person appearing declares: 1. the nominal value of each ordinary share of one eurocent (EUR 0.01) is increased to [[●] euro][and][[●] eurocent] (EUR [●]) by and through the execution of this deed of amendment of the articles of association; 2. the obligation to further pay up each issued ordinary share in the amount of [[●] euro][and][[●] eurocent] (EUR [●]) [and each fractional share for a corresponding amount,] which has arisen as a result of the increase of the nominal value mentioned	*These concluding statements state that by and through the execution of the notarial deed implementing Amendment Part I, the nominal value per ordinary share will be increased. The obligation to pay up the issued ordinary shares, due to this increase, will be satisfied by crediting the Company's share premium reserve.*

	under 1, shall be satisfied by charging the share premium reserve of the Company; and 3. as a consequence of the execution of this deed of amendment of the articles of association, the issued and paid-up share capital of the Company amounts to [●] euro [and [●] eurocent] (EUR [●]), consisting of [●] ([●]) ordinary shares, [[●] ([●]) fractional shares,] [●] ([●]) financing preference shares and [●] ([●]) preference shares.	

AMENDMENT PART II

CURRENT ARTICLES	PROPOSED ARTICLES	EXPLANATORY NOTES
I. Proposed amendments to article 3.1		
3.1. The authorised capital of the company amounts to [●] euro [and [●] eurocent] (EUR [●]), divided into four hundred and ten million (410,000,000) ordinary shares of [[●] euro][and][[●] eurocent] (EUR [●]) each, forty million (40,000,000) financing preference shares of one eurocent (EUR 0.01) each and four hundred and fifty million (450,000,000) preference shares of one eurocent (EUR 0.01) each.	3.1. The authorised capital of the company amounts to [●] euro [and [●] eurocent] (EUR [●]), divided into ~~four hundred and ten million~~[●] (~~410,000,000~~[●]) ordinary shares of [[●] euro][and][[●] eurocent] (EUR [●]) each, forty million (40,000,000) financing preference shares of ~~one~~[[●] euro][and][[●] eurocent] (EUR ~~0.01~~[●]) each and ~~four hundred and fifty million~~[●] (~~450,000,000~~[●]) preference shares of ~~one~~[[●] euro][and][[●] eurocent] (EUR ~~0.01~~[●]) each.	*This clause will reflect the new nominal value of the ordinary shares, after the share consolidation. Pursuant to the share consolidation, the number of issued ordinary shares will decrease. This decrease could result in the issued share capital no longer representing at least one-fifth of the authorized share capital which is required under Dutch law. If that would be the case, the number of ordinary shares in the authorized share capital would be reduced to such number of shares as is necessary to meet the one-fifth threshold, rounded downwards to the nearest multiple of ten million, on the understanding that (i) the number of financing preference shares shall not be amended, (ii) the number of preference shares plus financing preference shares shall equal the number of ordinary shares and (iii) all shares shall have the same nominal value.*
II. Proposed amendments to article 11.1		
11.1 Each ordinary share consists of twenty (20) fractional shares. Each fractional share represents a one/twentieth (1/20th) portion of the value of an ordinary share.	11.1. Each ordinary share consists of ~~twenty (20~~[●] ([●]) fractional shares. Each fractional share represents a ~~one/twentieth~~ [●] (~~1~~[●]/~~20th~~[●]) portion of	*The consolidation of ordinary shares may result in shareholders becoming entitled to fractions of ordinary shares. In order to prevent that due to the share consolidation, a*

	the value of an ordinary share.	*shareholder will be entitled to such number of fractional shares that it cannot receive, because the entitlement is not a multiple of 1/20 of a share, it is proposed to amend this article 11.1.*
III. Proposed amendments to article 11.5 up to and including 11.8		
11.5. A holder of one or more fractional shares may exercise the meeting and voting rights attaching to an ordinary share together with one or more other holders of one or more fractional shares to the extent the total number of fractional shares held by such holders of fractional shares equals twenty (20) or a multiple thereof. These rights shall be exercised either by one of them who has been authorized to that effect by the others in writing, or by a proxy authorized to that effect by those holders of fractional shares in writing.	11.5. A holder of one or more fractional shares may exercise the meeting and voting rights attaching to an ordinary share together with one or more other holders of one or more fractional shares to the extent the total number of fractional shares held by such holders of fractional shares equals ~~twenty (20~~[●] ([●]) or a multiple thereof. These rights shall be exercised either by one of them who has been authorized to that effect by the others in writing, or by a proxy authorized to that effect by those holders of fractional shares in writing.	*Please refer to the explanation to the amendment of article 11.1.*
11.6. Every holder of a fractional share is entitled to a one/twentieth (1/20th) part of the (interim) dividend and any other distribution to which the holder of one (1) ordinary share is entitled.	11.6. Every holder of a fractional share is entitled to a ~~one/twentieth~~[●]/[●] (~~1~~[●]/~~20th~~[●]) part of the (interim) dividend and any other distribution to which the holder of one (1) ordinary share is entitled.	*Please refer to the explanation to the amendment of article 11.1.*
11.7. In the event the holder of one or more fractional shares acquires such number of	11.7. In the event the holder of one or more fractional shares acquires such number	*Please refer to the explanation to the amendment of article 11.1.*

fractional shares that the total number of fractional shares held by him at least equals twenty (20), then each time twenty (20) fractional shares held by him shall by operation of law be consolidated into one (1) ordinary share; this shall be recorded in the shareholders' register.	of fractional shares that the total number of fractional shares held by him at least equals ~~twenty (20~~[●] ([●]), then each time ~~twenty (20~~[●] ([●]) fractional shares held by him shall by operation of law be consolidated into one (1) ordinary share; this shall be recorded in the shareholders' register.	
11.8. One or more shares held by the company in its own share capital, can be divided into twenty (20) fractional shares upon a resolution by the managing board. Fractional shares created in this way, will not be consolidated in accordance with article 11.7 as long as those fractional shares are held by the company, unless the managing board resolves to consolidate in accordance with article 11.7.	11.8. One or more shares held by the company in its own share capital, can be divided into ~~twenty (20~~[●] ([●]) fractional shares upon a resolution by the managing board. Fractional shares created in this way, will not be consolidated in accordance with article 11.7 as long as those fractional shares are held by the company, unless the managing board resolves to consolidate in accordance with article 11.7.	*Please refer to the explanation to the amendment of article 11.1.*
Concluding statements Amendment Part II		
	Finally the person appearing declares: 1. by and through execution of this deed of amendment of the articles of association, the ordinary shares with a nominal value of [[●] euro][and][[●] eurocent] (EUR [●]) each held by a shareholder (which term for the avoidance of doubt includes the Company itself in this declaration)	*These concluding statements state that by and through execution of the notarial deed implementing Amendment Part II, the ordinary shares and fractional shares are consolidated and the nominal value per ordinary share will be increased. The concluding statements further specify the calculations to calculate the number of ordinary shares and fractional*

	immediately prior to such execution, are consolidated into ordinary shares with a nominal value of [[●] euro][and][[●] eurocent] (EUR [●]) each, whereby (i) the number of ordinary shares held by a shareholder as a result of the consolidation shall be found by multiplying the total number of ordinary shares held by such shareholder immediately prior to the execution of this deed of amendment of the articles of association by [●]/[●] (the "**Consolidation Ratio**"), and (ii) the numerator of a fraction resulting after such multiplication, which fraction shall have a denominator of [●] ([●]), shall indicate the number of fractional shares that such shareholder holds as of the moment of the execution of this deed of amendment of the articles of association as a result of the consolidation of ordinary shares, without taking into account the fractional shares that a shareholder may acquire due to the consolidation referred to under 2 and subject to fractional shares being consolidated into one (1) ordinary share in accordance with article 11.7, as it will read pursuant to the execution of this deed of amendment of the articles of association;	*shares held by a shareholders upon the execution of the notarial deed implementing Amendment Part II.*

2. by and through execution of this deed of amendment of the articles of association, and only if and insofar fractional shares are issued immediately prior to the execution of this deed of amendment of the articles of association, the fractional shares held by a shareholder immediately prior to such execution are consolidated, whereby the number of fractional shares that will be held by a shareholder as a result of the consolidation, without taking into account the fractional shares that a shareholder may acquire due to the consolidation referred to under 1 and subject to fractional shares being consolidated into one (1) ordinary share in accordance with article 11.7, as it will read pursuant to the execution of this deed of amendment of the articles of association, shall be found by multiplying the total number of fractional shares held by such shareholder immediately prior to the execution of this deed of amendment of the articles of association by the numerator of the Consolidation Ratio;

3. the obligation to further pay up the issued ordinary shares and fractional

	shares, resulting from the consolidations as mentioned under 1 and 2, shall be satisfied by charging the share premium reserve of the Company; and 4. as a consequence of the execution of this deed the issued and paid-up share capital of the Company amounts to [●] euro [and [●] eurocent] (EUR [●]), consisting of [●] ([●]) ordinary shares, [●] ([●]) fractional shares, [●] ([●]) financing preference shares and [●] ([●]) preference shares.	

AMENDMENT PART III

CURRENT ARTICLES	PROPOSED ARTICLES	EXPLANATORY NOTES
Proposed amendments to article 3.1		
3.1. The authorised capital of the company amounts to [•] euro [and [•] eurocent] (EUR [•]), divided into [•] ([•]) ordinary shares of [[•] euro][and][[•] eurocent] (EUR [•]) each, forty million (40,000,000) financing preference shares of [[•] euro][and][[•] eurocent] (EUR [•]) each and [•] ([•]) preference shares of [[•] euro][and][[•] eurocent] (EUR [•]) each.	3.1. The authorised capital of the company amounts to [•] euro [and [•] eurocent] (EUR [•]), divided into [•] ([•]) ordinary shares of ~~[[•] euro][and][[•]~~one eurocent~~]~~ (EUR ~~[•]~~0.01) each, forty million (40,000,000) financing preference shares of ~~[[•] euro][and][[•]~~one eurocent~~]~~ (EUR ~~[•]~~0.01) each and [•] preference shares of ~~[[•] euro][and][[•]~~one eurocent~~]~~ (EUR ~~[•]~~0.01) each.	*By means of this amendment, the nominal value of the ordinary shares will be decreased to EUR 0.01 and the total amount of the share capital and authorised share capital will be decreased.*
Concluding statements Amendment Part III		
	1. Finally the person appearing declares: the nominal value of each ordinary share of [[•] euro][and][[•] eurocent] (EUR [•]) is decreased to one eurocent (EUR 0.01) by and through the execution of this deed of amendment of the articles of association; 2. as a consequence of the execution of this deed of amendment of the articles of association, the issued and paid-up share capital of the Company amounts to [•] euro [and [•] eurocent], consisting of [•] ([•]) ordinary shares, [•] ([•])	*These concluding statements determine that (part of) the aggregate amount by which the nominal value of the ordinary shares will be decreased, will be repaid to holders of ordinary shares and/or fractional shares. The amount that will not be repaid to the shareholders, will be added to the share premium reserve of the Company.*

fractional shares, [●] ([●]) financing preference shares and [●] ([●]) preference shares;

3. the amount in cash that will be repaid on each issued and outstanding ordinary share at such points in time as determined by the managing board to those persons who on such point[s] in time as determined by the managing board, after processing all settlements as of that time, are registered as holders of ordinary shares and/or fractional shares in a (sub)register designated by the managing board, shall be an amount equal to [[●] euro][and][[●] eurocent] [●] (EUR [●])[, calculated on the basis of the euro to [●] exchange rate as determined by the managing board];

4. the amount in cash that will be repaid on each issued and outstanding fractional share at the time referred to under 3 is equal to a [●]/[●] ([●]/[●]) part of the amount referred to under 3, subject to the rounding referred to under 5;

5. any aggregate amount to be repaid to a holder of fractional shares having more than two decimal places, will be rounded

	upwards to the nearest [●] amount with two decimal places; 6. the difference between the aggregate amount of the reduction of the Company's share capital in accordance with 1 and the aggregate amount that is repaid on the Company's issued and outstanding ordinary shares and fractional shares in accordance with 3 and 4, shall be added to the Company's share premium reserve; and 7. no interest shall be due by the Company on the amounts as mentioned under 3 and 4 for the period between the execution of this deed of amendment of the articles of association and the time of repayment as referred to under 3.	