

DIGENE CORP
Form 425
June 04, 2007

Sample & Assay Technologies
QIAGEN
Digene: Creating a Leader in MDx, June 4, 2007

-
1

-
QIAGEN & Digene Announce
Merger
The New Market and Technology Leader in
Molecular Diagnostics
Employee Meeting Digene
Gaithersburg, June 4th 2007
June 4, 2007, 1:00am EST
Filed
by:
QIAGEN
N.V.
Pursuant
to
Rule
425
under
the
Securities
Act
of
1933
and
deemed
filed
pursuant
to
Rule
14d-2
under
the
Securities
Exchange
Act
of
1934
Subject
Company:
Digene
Corporation
Exchange
Act
File
No.
000-28194

Sample & Assay Technologies

-
2
-

QIAGEN/Digene

Creating a Leader in MDx

Creating a Global Leader in Molecular Diagnostics

.
QIAGEN and Digene announced yesterday
to combine the two companies
to create the market and technology leading company in
molecular diagnostics

.
The Boards of Directors of both companies
approved the transaction in which
QIAGEN is to acquire 100% of Digene's
stock

.
This strategic transaction combines
QIAGEN's
leading
portfolio
of
sample
&
assay
technologies
with Digene's
leadership in HPV and cancer-targeted
molecular diagnostic testing
This creates a global leader with
over \$350 million of molecular diagnostics revenue and
\$700 million overall.

Sample & Assay Technologies

-

3

-

QIAGEN/Digene

Creating a Leader in MDx

Combined Revenue Distribution

Highly Complementary
Based on Q1 2007
By Product Groups
By Geographic Regions
By Customer Groups
Europe
46%
North
America
39%
Asia
13%
North
America
85%
EU
12%
North
America
52%
EU
36%
Asia
9%
Consumables
89%
Consumables
92%
Consumables
90%
Instruments
10%
Instruments
8%
Instruments
10%
MDx
100%
MDx
48%
MDx
27%
Pharma
24%
Pharma
17%
AT
11%
AT
8%

Biomedical

18%

Research

20%

All figures are estimates

+

RoW

Research

27%

Sample & Assay Technologies

-
4

-
QIAGEN/Digene
Creating a Leader in MDx

0

50
100
150
200
250
2003
2004
2005
2006
2007E

0
5
10
15
20
25
30
35
40
45

Revenues

Operating income

QIAGEN and Digene at a Glance

Revenues excluding the synthetic DNA business unit, sold in Q2 2004

Market-

and technology leader in

Sample & Assay Technologies

Founded:

1984

Headquarters:

Hilden, Germany

Germantown, MD

Employees:

1,900

International subs: 29

Rev 2006 (US\$ m) 466

Listing:

NASDAQ: QGEN

Frankfurt: QIA

Absolute market leadership in HPV MDx

testing, only FDA approved test

Founded:

1987

Headquarters:

Gaithersburg, MD

Employees:

570

International subs: 7

Rev 2006 (US\$ m) 153

Listing:

NASDAQ: DIGE

Digene figures converted to calendar year (CY)

0

50

100

150

200

250

300

350

400

450

500

550

2003

2004

2005

2006

2007E

0

20

40

60

80

100

120

140

160

Revenues

Operating income

Revenues CAGR

2003-2006

15%

Revenues CAGR

2003-2006

32%

Sample & Assay Technologies

-
5

-
QIAGEN/Digene
Creating a Leader in MDx
Creating a Global Leader in Molecular Diagnostics

Highly Synergistic Capabilities and Assets

Sales (Q1*4)

512

210

Sales in MDx

(approx)

154

210

Sales strength

Global

North America

Sales force size in MDx

150

120

Sales force target in MDx

Clinical Laboratories

Clinical Laboratories,

Physicians

Assay portfolio

Broad: 120 tests: virology,

microbiology, genetic,

pharmacogenetic

HPV

Technology portfolio

Strong -

sample and assay

technologies

HC2

Operations

US, D, CH, CN

US

Employees

1990

570

Sample & Assay Technologies

-

6

-

QIAGEN/Digene

Creating a Leader in MDx

Creating a Global Leader in Molecular Diagnostics

Who
is
QIAGEN?
What
is
our
strategy?
What
do we
do in Diagnostics ?

Sample & Assay Technologies

-
7

-
QIAGEN/Digene
Creating a Leader in MDx
2.000 QIAGEN Employees in 23 Countries

Sample & Assay Technologies

-

8

-

QIAGEN/Digene

Creating a Leader in MDx

Global Set-up

With
Three
Headquarters
In Major Markets
Maryland
Shanghai/Shenzen
Düsseldorf
Switzerland
= Automation Center of Excellence
Hamburg
= Assay Center of Excellence
Valencia
(1)
= Customer
satisfaction
center
Singapore
= Customer
satisfaction
center
Shenzen
= Certified
Production
(2)
23 Subs
= Direct
sales
and marketing
(1) California
(2) Certified
by
the
chinese
regulatory
authorities
SDA
for
production
of
diagnostic
products

Sample & Assay Technologies

-
9

-
QIAGEN/Digene
Creating a Leader in MDx
USA: Country

with
Biggest
Sales Organization
Number
of Employees
in Sales: 770

Direct Sales

Australia

Canada

France

Germany

Italy

Japan

Switzerland

UK

USA

Netherlands

Belgium

China

Norway

Austria

Sweden

Malaysia

Denmark

Finland

Singapore

Korea

Turkey

Luxemborg

Hong

Kong

Focus 2006: Asia and especially China

Focus 2007: South America, South Africa and Eastern Europe

Sample & Assay Technologies

-

10

-

QIAGEN/Digene

Creating a Leader in MDx

What

is

important

to us?

3i s: Identity

-

Inspire

-

Impact

Identity

Culture

Inspire

Leadership

I

D

E

N

T

I

T

Y

D

E

N

Y

I

Impact

Management

T

I

T

1.

Create and take ownership

2.

Courage

3.

Lead, motivate and empower

4.

Be a role model

5.

Communicate

1.

Act with Passion

2.

Value Integrity

3.

Improve Continuously

4.

Create Value

5.

Strive for Excellence

1.

Transparency

2.

Delegate

3.

Set up the right priorities

4.

Decide, execute and monitor!

5.

Act as entrepreneurs

Sample & Assay Technologies

-

11

-

QIAGEN/Digene

Creating a Leader in MDx

What

Is

Important

To Us?

Our

Culture

1. Act with Passion:

We act with passion engagement and enthusiasm

2. Value Integrity:

We are committed to integrity and respect for our customers, colleagues, partners and shareholders

3. Improve Continuously:

We continually improve in order to drive breakthroughs in health care and sciences

4. Create Value

We use our global reach, our creativity, innovation and scientific excellence to exceed our and our customer s expectations and thereby create value

5. Strive for Excellence:

We seek to attract exceptional people whose individual strength and skills are the basis for excellent teams. We provide them with opportunities for personal and professional growth

IDENTITY

Our DNA

Our leadership reflects our commitment to our identity

Identity

Culture

Sample & Assay Technologies

-

12 -

QIAGEN/Digene

Creating a Leader in MDx

Very

High Commitment

to our
Employees

- Learning organization -
Investing in you
program
Basic and advanced trainings
Leadership programs
Management campus and QIAGEN MBA

- International careers
Working in global teams
Short-
and mid-term
Expatriates program

- Families and social activities
Sabbatical
programs
Kindergarten
Get-to-gether

- Competitive compensation
All employees are shareholder

Sample & Assay Technologies

-

13

-

QIAGEN/Digene

Creating a Leader in MDx

Creating a Global Leader in Molecular Diagnostics

Who

is

QIAGEN?

What

is

our

strategy?

What

do we

do in Diagnostics?

Sample & Assay Technologies

-

14

-

QIAGEN/Digene

Creating a Leader in MDx

Providing Sample Preparation & Assay Technologies

Sample & Assay Technologies

-

15

-

QIAGEN/Digene

Creating a Leader in MDx

Mission: Leader in Sample and Assay Technologies

QIAGEN 2007

SAMPLE

TECHNOLOGIES

ASSAY

TECHNOLOGIES

.

Market and innovation leadership

Sample technologies

Assay technologies

.

Strong base in Academic Research

Setting standards

Source of new innovation

.

Focus area addresses rapid growth markets

Molecular diagnostics

Applied Testing

Pharma

Sample & Assay Technologies

-

16

-

QIAGEN/Digene

Creating a Leader in MDx

SAMPLE

TECHNOLOGIES

ASSAY

TECHNOLOGIES

Sample collection

Sample stabilization

Sample transport

Sample disruption

Targeted

lysis

Target capture

Sample purification

Inhibitor

removal/inactivation

Enrichment/deletion

of target

Sample prep

for

crystallography

Sample prep

for

MALDI mass

spec

Nucleic

acid

denaturation

Natural

target

amplification

In vitro

target

amplification

Whole

genome

amplification

MDA

Methylation/Epigenetics

Quantitation

methods

Separation of haploids

Quality

control

methods

etc.

Enzyme technologies

Chemical enhancements

Formulation

Enzyme activation/inhibition

Endpoint

PCR

Real-time

PCR
Multiplex
QIA-Plex
Fast-PCR
Isothermal
amplification
technologies
Assay design
technologies
Primer selection
Probe selection
RNAi
assays
Transfection
Rolling Circle Amplification
RCAT
Signal amplification
Luminex
Assay acceleration
chemistries
etc.
General and Supporting
Technologies
Instrumentation
Software
Plastic
Manufacturing
technologies
Packaging
technologies
Microfluidic
technologies
etc.
IP (12/05): 409
issued, 321 pending patents >500 under license
QIAGEN Technology and Innovation
Sample
Assay
Technologies

Sample & Assay Technologies

-

17

-

QIAGEN/Digene

Creating a Leader in MDx

Disseminating Technologies Into Four Markets

Product and Technology Continuum

Academia

Life Science

Research

Applied

Testing

Molecular

Diagnostics

Pharma
Research &
Development
Sample
Assay
SAMPLE
Technologies
ASSAY
Techologies

Sample & Assay Technologies

-

18

-

QIAGEN/Digene
Creating a Leader in MDx
Bringing

Full Power To Our
Customers
Globally aligned Sales and Marketing
Customer focused
scaleable
critical mass
One core = multiple channels
We
are
Life Sciences
Sales
Pharma
Key Account
Manager
Applied
Testing
Sales
Developer
MDx
Sales
SAMPLE
TECHNOLOGIES
ASSAY
TECHNOLOGIES
Diagnostic
Pharma
Biotech
Academia
Veterinary
Forensics
Food
Diagnostics
Sales
Specialists
AT
Sales
Developers
Pharma
KAMs
Life
Sciences
Sales
Life Sciences
Marketing
Manager
Pharma
Marketing
Manager
Applied Testing
Marketing

Manager
Diagnostic
Marketing
Manager
Customer
Sales
force
Marketing
force
Sample
Assay

Sample & Assay Technologies

-

19

-

QIAGEN/Digene

Creating a Leader in MDx

MDx

And Applied
Testing

Account

For 35%

Revenue

breakdown

for

segments

Focus provides strength -

new markets drive growth

.

Focused core competency:

Sample and assay technologies

.

Four Markets:

Life Sciences Academia

Pharma Research & Development

Applied Testing

Forensics

Veterinary

Other

Molecular Diagnostics

SAMPLE

TECHNOLOGIES

ASSAY

TECHNOLOGIES

Sample

Assay

Sample & Assay Technologies

-
20
-

QIAGEN/Digene
Creating a Leader in MDx
Creating a Global Leader in Molecular Diagnostics
Who
is
QIAGEN?
What
is
our
strategy?
What
do we
do in Diagnostics ?

Sample & Assay Technologies

-

21

-

QIAGEN/Digene

Creating a Leader in MDx

Molecular Diagnostics Growth Strategy

Multiple, Synergistic Channels
Focused Direct Sales Resources

Direct sales
OEM development
OEM sales

.

Direct Sales

Growing direct sales force > 150 -
160

(1)

Focus on pathogens

Market leader in developing countries

China

strong #2

.

OEM Products

Integrated solutions, CE and FDA

Assays, preanalytical, automation

> 15 Partners

Developing solutions for partners

(1) NA 23, EU 28, Rest Asia

Sample

Assay

MDx

Sample & Assay Technologies

-

22

-

QIAGEN/Digene

Creating a Leader in MDx

QIAGEN Has Developed More Than 30 PCR Assays

Cytomegalovirus
Dengue virus
Epstein-Barr virus
Enterovirus
Hepatitis A virus
Hepatitis B virus
Human immunodeficiency
virus-1
Herpes
simplex virus
Influenzavirus
Influenzavirus
H5 (Avian flu)
Orthopoxvirus
Parvovirus B19
SARS-Coronavirus
Varicella
Zoster virus
West Nile virus
Bacillus anthracis
Borrelia
spec.
Campylobacter spec
Chlamydia trachomatis
Listeria
monocytogenes
Mycobacterium paratuberculosis
Mycobacterium tub. diff.
Mycobacterium
Mycoplasma
pneumoniae
Salmonella spec.
Viruses
Bacteria
Parasites
Pharmacogenetics
DPD PCR kit
MTHFR PCR kit
TPMT PCR kit
Plasmodium spec
Representative but not complete list
Strength:
Sensitivity
and
Specificity
Sample
Assay
MDx

Sample & Assay Technologies

QIAGEN

Digene: Creating a Leader in MDx, June 4, 2007

-

23

-

QIAplex: Novel and Innovative Multiplex Technology

Sample

Assay

MDx

Syndrome

 Patient

Presentation

Selected

qPCR

Test

Confirmed

Pathogen ID

Potential

Pathogens

hMPV

hMPV

Selection

of test for

one potential

pathogen

QIAplex

Panel

SARS

Avian

Flu

RSVA

RSVB
hMPV
PIVI
PIVII
Ent
Rhino
Coxsac
kie
SARS
Avian Flu
RSVA
RSVB
hMPV
PIVI
PIVII
Ent
Rhino
Coxsackie
Multiplexing:
Screening Technology
qPCR:
High resolution confirmation/quantification

Sample & Assay Technologies

-

24

-

QIAGEN/Digene

Creating a Leader in MDx

Tangible Opportunities for Future Growth Synergies

Significant Growth Synergies

Exciting near-term product synergies:

Multiplexing technologies for future genotyping application

Sample preparation

Next-generation assay technologies

Assay breadth in woman's health

Exciting other synergies include:

QIAGEN is key supplier to vaccine developers

Manufacturing capacity

Channel lends itself to many future assay opportunities

Fast**HPV**

platform in developing countries,

QIAGEN has channel

Next generation instrumentation

And many more to come

Sample & Assay Technologies

-

25

-

QIAGEN/Digene

Creating a Leader in MDx

QIAGEN and Digene

15 year partnership in Molecular Diagnostics
>15 year partnership between QIAGEN and Digene
Digene products leverage QIAGEN sample and
assay technologies
Example: RapidCapture
system
Core platform of Digene
FDA approved solution, used in HPV testing
Digene sole marketer
Next generation platform development programs
Partnership
Similar cultures
Focus -
Excellence

Sample & Assay Technologies

-

26

-

QIAGEN/Digene

Creating a Leader in MDx

QIAGEN and Digene -

Direct Neighbors
Germantown and Gaithersburg MD
Companies are 5 minutes apart (2.8 miles)

Sample & Assay Technologies

-

27

-

QIAGEN/Digene

Creating a Leader in MDx

The Combination Creates Real Value

For All

Market and technology leader in molecular diagnostics*)

over \$350 million of molecular diagnostics revenue

Targeting > \$800 million in total revenues in 2008

Unique technology and product portfolio

Fastest growing product portfolio; Most complete technology portfolio

Absolute leader in key >\$1 billion HPV segment

Most powerful sales and marketing channel to realize technology potential

Over 300 professionals in MDx marketing and sales

Over 1000 overall sales and marketing professionals

Excellent basis for future expansion and growth

Truly global sales and marketing presence

Leading technologies and R&D

World class capabilities and organization to ensure success

Compelling financial profile and value creation opportunity

Enhanced growth profile and combined profitability

QIAGEN's Breadth and Platforms + Digene's

Content

*) Ex blood banks and viral load

VAL

UE

Sample & Assay Technologies

-

28

-

QIAGEN/Digene

Creating a Leader in MDx

The Combination Accelerates

QIAGEN's Molecular Strategy

Digene's

highly

focused

strategy

in

MDx

is

a

unique

fit

with

QIAGEN

QIAGEN's strategy: leadership in Sample & Assay Technologies

in research, pharma, applied testing and MDx

Same target customers in MDx

Superb brands and reputations

HPV

testing

is

fastest

growing,

large

segment

in

MDx

with

over

\$1

billion

market potential

Digene's

strong IP positions in HPV

over 70 subtypes

HPV bridges QIAGEN's virology leadership into emerging,

fast growing oncology segment

Important HPV assay creates unique value for QIAGEN's

platforms and assay breadth

.

Leading regulatory expertise

only FDA approved test for HPV

Great fit with QIAGEN's emerging pipeline

.

Enhanced growth profile and combined profitability leads to

strong value creation

QIAGEN's Breadth and Platforms + Digene's

Content

Sample & Assay Technologies

-

29

-

QIAGEN/Digene

Creating a Leader in MDx

The Combination Accelerates

Digene's

Development Goals

QIAGEN's unparalleled sample and assay technology breadth creates opportunities for future:

Adds key assay technologies such as multiplexing (QIAplex), PCR, isothermal technologies

Adds key sample technologies such as DNA processing from cervical swabs

QIAGEN's broad assay portfolio offers new value for Digene's customers and

Next generation platform programs

QIAGEN's global sales strength accelerates rapid and global rollout

Digene can take advantage of QIAGEN's operations and infrastructure which are needed for next phase of growth

QIAGEN's Breadth and Platforms + Digene's

Content

Sample & Assay Technologies

-

30

-

QIAGEN/Digene

Creating a Leader in MDx

World-Class Capabilities & Organization Ensure Success

Great breadth and depth of management team
Strong leaders from both companies
Leading expertise in molecular diagnostics and life sciences
Strong foundation for collaboration built upon 15-year partnership
Similar cultures and strong working relationship
Strong synergies
growth allows retention of talent base
Integration plan well-developed
12 month process, clear timelines
Mirrored teams
Being neighbors a big advantage
Maryland: headquarters of MDx business
QIAGEN has proven track record in very successfully integrating
12 companies in last 3 years.
We are
Huge Growth Potential -
Increasing Awareness

Sample & Assay Technologies

-
31

-
For Internal Use Only

Four Phases to an effective Integration of Digene

Phase 0

Pre-Process

planning

Phase 2

Detailed planning &
decision making

Phase 3

Implementation &
execution

Phase 1

Issue identification
and action planning

Appoint and launch
integration teams

Communicate

Stabilize the business

Establish resource
baselines for both
companies

Identify key integration
issues and areas for
synergy realization

Communication

Identify integration
opportunities

Develop/decide on future
business structure
Validate plans in detail
Initiate execution of short
term actions
Return first units to
business-as-usual
Finalize Budget 2008
Communicate
Resolve open issues
Implementing decisions
Monitor target achievement
Manage as single company
Communicate
Define integration process
and timeline
Define integration approach
& responsibilities
Plan, plan, plan
Agree on integration
resources, project teams,
charter & external support
Develop organizational and
core operating model
Determine targets
Communication
Pre-closing
Plan
Budget 2008
"Achievements"
Pre-announcement/
Pre-closing
Day of public
announcement
Ca. September 2007
December
2007
June
2008

Sample & Assay Technologies

-

32

-

QIAGEN/Digene

Creating a Leader in MDx

Integration should be accomplished in 6

12 months

10

20

30

40

50

10

20

30

40

50

Load dependent

on requirements

Handover

Resources

FTE

Integration

Accomplished

Line function

Take over responsibilities

Jul

Jun

May

Mar

Apr

Jan

Feb

May

Jun

Jul

Oct

Nov

Aug

Sep

Dec

Aug

Sep

Apr

Line function responsible

Integration Project

Functional project

In transition

Announcement

3. June

Closing

Announce-

ment

Pre-

Planing

Closing

New
Budget 2008
Pre-
Closing
Post-
Closing
Implementation

Sample & Assay Technologies

-

33

-

QIAGEN/Digene
Creating a Leader in MDx
Project Structure

for
Integration
Special Projects
Functional Projects
Business Projects
Responsible for the bulk of
the integration
Made up from representatives
of the different functions of
both companies
Develop guide-lines to ensure
consistency around the world
Responsible for planning and
tracking the overall process
Help to identify and resolve
emerging issues
Responsible for leading the
integration process
Divestments
&
Acquisition
New mission
&
Steering
principles
Locations
/ Property
Brand management
HR
IT
Manufacturing
R&D
Regulatory
Administration
Marketing Asia
Marketing Europe
Marketing USA,
Americas
Global Product
Management
Distributor
Sales Europe
Sales Asia
Sales USA,
Americas
Integration office
Communication
.
Doug
Liu

Joe
Slattery
Doug White Thomas Schweins
Project Team
Steering
Committee
Peer Schatz Daryl Faulkner

Sample & Assay Technologies

-

34

-

QIAGEN/Digene

Creating a Leader in MDx

Doug Liu

VP Global Operations

QIAGEN

Douglas Liu

VP Global Operations

Doug Liu joined

QIAGEN in 2005

MBA from

Boston University

Science degree

from

the

University of Illinois

Multifunctional

background

in diagnostic

Industry

Operations

Strategic

planning

and

R&D

.

20 years

track

record

of success

in Molecular diagnostics

Bayer Operation Head

-

Nucleic

Acid

Diagnostics

Bayer Strategic

Planning and Consulting

Abbott Diagnostics

Chiron

Diagnostics

Sample & Assay Technologies

-

35

-

QIAGEN/Digene

Creating a Leader in MDx

Doug White

SVP Sales & Marketing
Digene
Douglas White
SVP Sales & Marketing
Americas
and Asia Pacific

.
Doug White joined
Digene in 2003
Started
as VP Sales & Marketing North America
Oversees
commercial
operations
incl. Sales,
Marketing Service and Support
Americas
and Asia Pacific

.
20 years
of sales
& marketing
experience
in health
care

.
10 years
track
record
of success
in Molecular diagnostics
SVP Global Marketing at Roche Molecular Systems
VP Sales & Marketing at Bayer
Vice
President
of US Marketing at Chiron
Abbott Diagnostics

Sample & Assay Technologies

-

36

-

QIAGEN/Digene

Creating a Leader in MDx

Joseph

P.
Slattery
Chief
Financial Officer
and
Senior Vice
President

.
Joe Slattery joined
Digene in 1996
Corporation s
finance, accounting,
investor
relations, treasury, information
systems
program
management
operations
Mr. Slattery was appointed
Chief
Financial Officer
Oct
2006.

.
Prior to Digene, Joe worked
in public
accounting
KPMG
Peat
Marwick
Ernst & Young LLP

.
He received
a B.S. in accounting
from
Bentley College
and is
a certified
public
accountant.
Joe Slattery
Chief
Financial Officer
Digene

Sample & Assay Technologies

-

37

-

QIAGEN/Digene
Creating a Leader in MDx
Thomas Schweins

VP Marketing & Strategy

Thomas Schweins

VP Marketing & Strategy

QIAGEN

.

Thomas Schweins joined

QIAGEN in 2004

Biochemistry, University Hannover

Business Administration, USC Los Angeles

PhD, Max Planck Institute, Heidelberg

.

Multifunctional

background

in Life Science Industry

Strategy

and Strategic

Planning

Marketing

R&D

Post-Merger-Integration

.

15 years

track

record

of success

in Life Sciences

Senior Manager Boston Consulting

Group

Senior Project Manager Aventis

Technology & Business Dev

Manager Hoechst

Sample & Assay Technologies

QIAGEN

Digene: Creating a Leader in MDx, June 4, 2007

-

38

-

Questions and Answers

If
you
have
further
questions:
Call
+240-686 7362
E-mail
Merger@qiagen.com

Disclaimer Regarding Forward-Looking Statements

Information set forth in this communication contains forward-looking statements, which involve a number of risks and uncertainties. Such forward-looking statements include, but are not limited to, statements about the anticipated benefits of QIAGEN's products, the timing of the completion of the transaction between QIAGEN and Digene, the anticipated benefits of the business combination transaction involving QIAGEN and Digene, including future financial and operating results, the expected financing for the transaction, the combined company's plans, objectives, expectations and intentions and other statements that are not historical facts. QIAGEN and Digene caution readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. These include risks and uncertainties relating to: the ability to obtain regulatory approvals of the transaction on the proposed terms and schedule; the parties may be unable to complete the transaction because conditions to the closing of the transaction may not be satisfied; the risk that the businesses will not be integrated successfully; the transaction may involve unexpected costs or unexpected liabilities; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending, third-party relationships and revenues; the need to develop new products and adapt to significant technological change; implementation of strategies for improving internal growth; use and protection of intellectual property; realization of potential future savings from new productivity initiatives; general worldwide economic conditions and related uncertainties; future legislative, regulatory, or tax changes as well as other economic, business and/or competitive factors; and the effect of exchange rate fluctuations on international operations. In addition, the transaction will require the combined company to obtain significant financing. The combined company's liquidity and results of operations could be materially adversely affected if such financing is not available on favorable terms.

Moreover, the substantial leverage resulting from such financing will subject the combined company's business to additional risks and uncertainties. The risks included above are not exhaustive. The most recent reports on Form 20-F, Form 6-K and other periodic reports filed with or furnished to the Securities and Exchange Commission by QIAGEN and the most recent reports on Form 10-K, Form 10-Q, Form 8-K and other periodic reports filed by Digene with the Securities and Exchange Commission contain additional factors that could impact the combined company's businesses and financial performance. The parties expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any such statements to reflect any change in the parties' expectations or any change in events, conditions or circumstances on which any such statement is based.

Additional Information

QIAGEN is filing today a Current Report on Form 6-K that will include as exhibits the Agreement and Plan of Merger among QIAGEN, QIAGEN North American Holdings, Inc., QIAGEN's merger subsidiary and Digene Corporation. QIAGEN intends to file a Registration Statement on Form F-4 and a Schedule TO, and Digene plans to file a Solicitation/Recommendation Statement on Schedule 14D-9, with the Securities and Exchange Commission in connection with the transaction. QIAGEN and Digene expect to mail a Prospectus, which is part of the Registration Statement on Form F-4, the Solicitation/Recommendation Statement on Schedule 14D-9 and related exchange offer materials, including a letter of election and transmittal, to shareholders of Digene upon commencement of the exchange offer. These documents contain important information about the transaction and should be read before any decision is made with respect to the exchange offer. Investors and stockholders will be able to obtain free copies of these documents through the website maintained by the Securities and Exchange Commission at www.sec.gov. Free copies of these documents may also be obtained from QIAGEN, by directing a request to QIAGEN's IR department at QIAGEN Strasse 1, 40724 Hilden, Germany, or from Digene, by directing a request to Digene at 1201 Clopper Road, Gaithersburg, MD, 20878.

In addition to the Registration Statement on Form F-4, Schedule TO, Prospectus, Solicitation/Recommendation Statement on Schedule 14D-9 and related exchange offer materials, both QIAGEN and Digene file or furnish annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any reports, statements or other information filed or furnished by QIAGEN or Digene at the SEC's Public Reference Room at Station Place, 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents by writing to the SEC and paying a fee for the copying cost. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the Public Reference Room. QIAGEN's and Digene's SEC filings are also available to the public at the SEC's web site at <http://www.sec.gov>, or at their web sites at www.qiagen.com or www.digene.com.