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Thermo Fisher to acquire QIAGEN for $11.5B

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Thermo Fisher Scientific has announced the acquisition of Germany based QIAGEN N.V. which is the provider of molecular diagnostics and sample preparation technologies for €39 per share in cash. The offer price represents a premium of

approximately 23% to the closing price of QIAGEN's common stock on the Frankfurt Prime Standard on March 2, 2020, the last trading day prior to the announcement of the transaction. Thermo Fisher will commence a tender offer to acquire all of the ordinary shares of QIAGEN.

The transaction values QIAGEN at approximately $11.5 billion at current exchange rates, which includes the assumption of approximately $1.4 billion of net debt.

Marc N. Casper, chairman, president and chief executive officer of Thermo Fisher Scientific said, "We are excited to bring together our complementary offerings to advance our customers' important work, from discovery to diagnostics. This acquisition provides us with the opportunity to leverage our industry-leading capabilities and R&D expertise to accelerate innovation and address emerging healthcare needs. For shareholders, we expect the transaction to be immediately accretive and to generate significant cost and revenue synergies."

Thierry Bernard, interim chief executive officer of QIAGEN N.V. and senior vice president, head of the molecular diagnostics business area said, "Our vision at QIAGEN has always been to make improvements in life possible with our differentiated Sample to Insight molecular testing solutions. This strategic step with Thermo Fisher will enable us to enter a promising new era and will give our employees the opportunity to have an even greater impact. The combination is designed to deliver significant cash value to our shareholders, while enabling us to accelerate the expansion of our solutions to provide customers worldwide with breakthroughs that advance our knowledge about the science of life and improve health outcomes."

Casper concluded, "We look forward to welcoming QIAGEN's employees to Thermo Fisher and are excited about the new opportunities we'll have to advance precision medicine through new molecular diagnostics and improved life sciences workflows."

Benefits of the Transaction

Expands Specialty Diagnostics Portfolio with Attractive Molecular Diagnostics Capabilities, Including Infectious Disease Testing. Thermo Fisher has built leading specialty diagnostics capabilities, including allergy and autoimmunity, transplant diagnostics and clinical oncology testing. QIAGEN has a strong presence in molecular diagnostics with a product portfolio focused on infectious disease and other growth opportunities. The combined company will accelerate the development of higher-specificity, faster and more comprehensive tests that may improve patient outcomes and reduce the cost of care.

Complementary Offering Enhances Unique Value Proposition for Life Sciences Customers For life sciences researchers, QIAGEN's innovative sample preparation, assay and bioinformatics technologies are complementary to Thermo Fisher's genetic analysis and biosciences capabilities. As an example, with an expanded portfolio, Thermo Fisher will be able to provide research customers with broader capabilities to accelerate discovery and enable scientific breakthroughs.

Commercial and Geographic Reach Expand Customer Access. Thermo Fisher will be able to leverage its extensive commercial reach, including its Fisher Scientific customer channels and comprehensive e-commerce platforms, to expand customer access to QIAGEN's product portfolio. Furthermore, given Thermo Fisher's leading presence in high-growth and emerging markets, QIAGEN will be able to further penetrate these regions.

Delivers Attractive Financial Benefits through the PPI Business System, Including Proven Integration Approach The transaction is expected to be immediately accretive to Thermo Fisher's adjusted EPS after close. Thermo Fisher expects to realize total synergies of $200 million by year three following the close, consisting of $150 million of cost synergies and $50 million of adjusted operating income1 benefit from revenue synergies.