

QIAGEN NV
Form 6-K
March 29, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

under the Securities Exchange Act of 1934

For the month of March, 2007

Commission File Number 0-28564

QIAGEN N.V.

(Translation of registrant's name into English)

Spoorstraat 50

5911 KJ Venlo

The Netherlands

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes _____ No X

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____ .

QIAGEN N.V.

Form 6-K

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD JUNE 22, 2006

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the Annual General Meeting) of QIAGEN N.V. (the Company), a public limited liability company organized and existing under the laws of The Netherlands, will be held on Thursday, June 22, 2006 at 10:30 a.m., local time, at Maaspoort, Oude Markt 30, 5911 HH Venlo, The Netherlands.

The agenda of the Annual General Meeting of the Company, containing proposals of the Managing Board and the Supervisory Board of the Company, reads as follows:

1. Opening;
2. Managing Board Report for the year ended December 31, 2005 (Fiscal Year 2005);
3. Supervisory Board Report on the Company s Annual Accounts (the Annual Accounts) for Fiscal Year 2005;
4. Adoption of the Annual Accounts for Fiscal Year 2005;
5. Reservation and dividend policy;
6. Approval of the performance of the Managing Board during Fiscal Year 2005, including a discharge from liability with respect to the exercise of their duties during Fiscal Year 2005;
7. Approval of the performance of the Supervisory Board during Fiscal Year 2005, including a discharge from liability with respect to the exercise of their duties during Fiscal Year 2005;
8. (Re-)appointment of six Supervisory Directors of the Company for a term ending on the date of the Annual General Meeting in 2007;
9. (Re-)appointment of four Managing Directors of the Company for a term ending on the date of the Annual General Meeting in 2007;
10. Reappointment of Ernst & Young LLP as auditors of the Company for the fiscal year ending December 31, 2006;

11. Extension of the Managing Board authority pursuant to Article 6 of the Articles of Association of the Company to acquire shares in the Company's own share capital until December 22, 2007;

12. Questions;

13. Closing.

Copies of the Annual Accounts for Fiscal Year 2005, the reports of the Supervisory Board and the Managing Board, the list of binding nominees for (re-)appointment to the Supervisory Board and the Managing Board and the information referred to under 2:142 paragraph 3 Dutch Civil Code can be obtained free of charge by shareholders and other persons entitled to attend the Annual General Meeting at the offices of the Company at Spoorstraat 50, 5911 KJ Venlo, The Netherlands, and at the offices of American Stock Transfer and Trust Company at 6201 15th Avenue, Brooklyn, New York 11219, United States of America, until the close of the Annual General Meeting and through the website of the Company.

A proxy statement, together with an attendance form and form of proxy, has been mailed to registered shareholders on or about May 22, 2006. Registered shareholders wishing to exercise their shareholder rights in person are obliged to complete, sign and send the attendance form, such that the attendance form will be received by no later than close of business (New York time) on June 15, 2006 at the offices of American Stock Transfer and Trust Company, 6201 15th Avenue, Brooklyn, New York 11219, United States of America.

Registered shareholders wishing to exercise their shareholder rights by proxy, are obliged to complete, sign and send the proxy card, such that the proxy card will be received by no later than close of business (New York time) on June 19, 2006 at the offices of American Stock Transfer and Trust Company, 6201 15th Avenue, Brooklyn, New York 11219, United States of America. Registered shareholders may only exercise their shareholders rights for the shares registered in their name on the day of the meeting.

Registered holders of type II shares, as referred to in article 8.3 (ii) of the Articles of Association, are requested to state the serial number of the share certificates on the attendance form or proxy card.

The Company will send a card of admission to registered shareholders that have properly notified the Company of their intention to attend the Annual Meeting.

As in prior years the official language of the Annual General Meeting shall be the English language.

The Managing Board

Venlo, The Netherlands

May 22, 2006

QIAGEN N.V., Venlo, Niederlande

Einladung

zur ordentlichen Hauptversammlung

Wir laden hiermit unsere Aktionäre zur ordentlichen Hauptversammlung der QIAGEN N.V. am

Donnerstag, dem 22. Juni 2006 um 10.30 Uhr

im Kongresszentrum Maaspoort, Oude Markt 30, 5911 HH Venlo, Niederlande, ein. Die Hauptversammlung wird in englischer Sprache abgehalten.

Tagesordnung

1. Eröffnung
2. Bericht des Vorstands über das am 31. Dezember 2005 abgelaufene Geschäftsjahr
3. Bericht des Aufsichtsrats über den Jahresabschluss der Gesellschaft für das am 31. Dezember 2005 abgelaufene Geschäftsjahr
4. Annahme des Jahresabschlusses der Gesellschaft für das am 31. Dezember 2005 abgelaufene Geschäftsjahr
5. Erläuterung der Reservenbildungs- und Dividendenpolitik
6. Entlastung des Vorstands für das am 31. Dezember 2005 abgelaufene Geschäftsjahr
7. Entlastung des Aufsichtsrats für das am 31. Dezember 2005 abgelaufene Geschäftsjahr
8. (Wieder-)Wahl von sechs Mitgliedern des Aufsichtsrats für den Zeitraum bis zur Beendigung der nächsten ordentlichen Hauptversammlung im Jahre 2007
9. (Wieder-)Wahl von vier Mitgliedern des Vorstands der Gesellschaft für den Zeitraum bis zur Beendigung der ordentlichen Hauptversammlung im Jahre 2007
10. Wiederwahl von Ernst & Young LLP zum Abschlussprüfer der Gesellschaft für das am 31. Dezember 2006 endende Geschäftsjahr
11. Verlängerung der Ermächtigung des Vorstands gemäß Artikel 6 der Satzung der Gesellschaft, eigene Aktien der Gesellschaft zu erwerben, und zwar bis zum 22. Dezember 2007

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12. Fragen und Antworten

13. Abschluss

Der Jahresabschluss für das am 31. Dezember 2005 abgelaufene Geschäftsjahr, die Berichte des Aufsichtsrats und des Vorstands, die Liste der bindenden Wahlvorschläge für den Aufsichtsrat und den Vorstand sowie alle sonstigen Informationen, die namentlich bekannten Aktionären zugesandt wurden, sind bei der Gesellschaft, Spoorstraat 50, 5911 KJ Venlo, Niederlande, sowie bei der Deutsche Bank AG, TSS/Global Equity Services, Post IPO Services, 60262 Frankfurt am Main, bis zum Tag der Hauptversammlung kostenlos erhältlich.

Für die Teilnahme an der Hauptversammlung und zur Ausübung des Stimmrechts aus Stammaktien der QIAGEN N.V., die in New York für die Clearstream Banking AG (CBF), Frankfurt am Main, bei der Depository Trust Company sammelverwahrt werden, gilt folgendes: Die CBF wird das Stimmrecht aus den Stammaktien nicht ausüben. Dem Miteigentümer am Sammelbestand oder einem von ihm benannten Dritten wird auf Verlangen eine Vollmacht zur Ausübung des Stimmrechts (Proxy) erteilt. Der Miteigentümer wird gebeten, bis spätestens 14. Juni 2006 bei der **Deutsche Bank AG**, Frankfurt am Main, als Bevollmächtigte der CBF über seine Depotbank eine Vollmacht bis zur Höhe seines Sammeldepotguthabens zu beantragen. Es wird ausdrücklich darauf aufmerksam gemacht, dass Aktionäre unabhängig von der Ausstellung einer Eintrittskarte und/oder Vollmacht an der Hauptversammlung nur mit denjenigen Aktien teilnehmen und ihr Stimmrecht ausüben können, die sie am Tag der Hauptversammlung halten.

Venlo, Niederlande, 22. Mai 2006

Der Vorstand

Im Auftrag der QIAGEN N.V.
Deutsche Bank

Aktiengesellschaft

DEAR SHAREHOLDER:

You are cordially invited to attend the Annual General Meeting of Shareholders of QIAGEN N.V. (the Company) to be held on Thursday, June 22, 2006 at 10:30 a.m., local time, at Maaspoort, Oude Markt 30, 5911 HH Venlo, The Netherlands.

We have attached a Notice of Annual General Meeting, including the agenda and Explanatory Notes thereto, and an attendance form and proxy card for use in connection with the meeting.

The Company s 2005 Annual Report is also enclosed and provides additional information regarding the financial results of the Company in 2005.

We hope that you will be able to attend the Annual General Meeting. If you plan to do so, please complete and sign the enclosed attendance form and return it to American Stock Transfer and Trust Company, as specified thereon. We will then add your name to the admission list for the meeting and forward to you an entrance-ticket for the meeting. *The signed attendance form must be returned no later than the close of business on June 15, 2006 in order for you to attend the meeting.*

Whether or not you plan to attend the Annual General Meeting, it is important that your shares are represented. Therefore, please complete, sign, date and return the enclosed proxy card promptly in the enclosed envelope, which requires no postage if mailed in the United States. *The Proxy Card must be received no later than the close of business on June 19, 2006 for your vote to count.* This will ensure your proper representation at the Annual General Meeting. If you attend the Annual General Meeting, you may vote in person if you wish, even if you have previously returned your Proxy.

Sincerely,

/ s/ Peer M. Schatz
PEER M. SCHATZ
Managing Director

Venlo, The Netherlands

May 22, 2006

YOUR VOTE IS IMPORTANT.

PLEASE RETURN YOUR ATTENDANCE FORM OR PROXY CARD PROMPTLY.

QIAGEN N.V.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD JUNE 22, 2006

To THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the Annual General Meeting) of QIAGEN N.V. (the Company), a public limited liability company organized and existing under the laws of The Netherlands, will be held on Thursday, June 22, 2006 at 10:30 a.m., local time, at Maaspoort, Oude Markt 30, 5911 HH Venlo, The Netherlands.

The agenda of the Annual General Meeting of the Company, containing proposals of the Managing Board and the Supervisory Board of the Company, reads as follows:

1. Opening;
2. Managing Board Report for the year ended December 31, 2005 (Fiscal Year 2005);
3. Supervisory Board Report on the Company s Annual Accounts (the Annual Accounts) for Fiscal Year 2005;
4. Adoption of the Annual Accounts for Fiscal Year 2005;
5. Reservation and dividend policy;
6. Approval of the performance of the Managing Board during Fiscal Year 2005, including a discharge from liability with respect to the exercise of their duties during Fiscal Year 2005;
7. Approval of the performance of the Supervisory Board during Fiscal Year 2005, including a discharge from liability with respect to the exercise of their duties during Fiscal Year 2005;
8. (Re-)appointment of six Supervisory Directors of the Company for a term ending on the date of the Annual General Meeting in 2007;
9. (Re-)appointment of four Managing Directors of the Company for a term ending on the date of the Annual General Meeting in 2007;
10. Reappointment of Ernst & Young LLP as auditors of the Company for the fiscal year ending December 31, 2006;
11. Extension of the Managing Board authority pursuant to Article 6 of the Articles of Association of the Company to acquire shares in the Company s own share capital until December 22, 2007;

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12. Questions;

13. Closing.

Under the Articles of Association of the Company and Dutch law, copies of the Annual Accounts for Fiscal Year 2005, the reports of the Supervisory Board and the Managing Board, the list and biographies of binding nominees for election to the Supervisory Board and the Managing Board and the information sent to the holders of registered shares can be obtained free of charge by shareholders and other persons entitled to attend the

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Annual General Meeting at the offices of the Company at Spoorstraat 50, 5911 KJ Venlo, The Netherlands, and at the offices of American Stock Transfer and Trust Company at 6201 15th Avenue, Brooklyn, New York 11219, United States of America, until the close of the Annual General Meeting.

The Supervisory Board has fixed the close of business on Friday, May 12, 2006 as the notional record date for the determination of shareholders entitled to notice of the Annual General Meeting. *However, in accordance with Dutch Law, only holders of record of the Common Shares on the date of the Annual General Meeting are entitled to vote at the meeting or by proxy.*

All shareholders are cordially invited to attend the Annual General Meeting. If you plan to do so, please complete and sign the enclosed attendance form and return it as specified thereon. We will then add your name to the admission list for the meeting and forward to you an entrance-ticket for the meeting.

Whether you plan to attend the Annual General Meeting or not, you are requested to complete, sign, date and return the enclosed proxy card as soon as possible in accordance with the instructions on the card. A pre-addressed, postage prepaid return envelope is enclosed for your convenience.

By Order of the Managing Board

/s/ Peer M. Schatz
PEER M. SCHATZ
Managing Director

Venlo, The Netherlands

May 22, 2006

QIAGEN N.V.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

EXPLANATORY NOTES TO AGENDA

I. General

The enclosed proxy card and the accompanying Notice of Annual General Meeting of Shareholders and agenda are being mailed to shareholders of QIAGEN N.V. (the Company) in connection with the solicitation by the Company of proxies for use at the Annual General Meeting of Shareholders of the Company to be held on Thursday, June 22, 2006 at 10:30 a.m., local time, at Maaspoort, Oude Markt 30, 5911 HH Venlo, The Netherlands.

These proxy solicitation materials were mailed on or about May 22, 2006 to all holders of record of registered shares as of Friday, May 12, 2006. The Company's 2005 Annual Report is also enclosed and provides additional information regarding the financial results of the Company in 2005.

Under the Articles of Association of the Company and Dutch law, copies of the Annual Accounts for the year ended December 31, 2005 (Fiscal Year 2005), the reports of the Supervisory Board and the Managing Board and the list and biographies of binding nominees for election to the Supervisory Board and the Managing Board can be obtained free of charge by shareholders and other persons entitled to attend the Annual General Meeting at the offices of the Company at Spoorstraat 50, 5911 KJ Venlo, The Netherlands, and at the offices of American Stock Transfer and Trust Company at 6201 15th Avenue, Brooklyn, New York 11219, United States of America, until the close of the Annual General Meeting.

The reasonable cost of soliciting proxies, including expenses in connection with preparing and mailing the proxy solicitation materials, will be borne by the Company. In addition, the Company will reimburse brokerage firms and other persons representing beneficial owners of Common Shares for their expenses in forwarding proxy materials to such beneficial owners. Solicitation of proxies by mail may be supplemented by telephone, telegram, telex and personal solicitation by directors, officers or employees of the Company. No additional compensation will be paid for such solicitation.

The Company is not subject to the proxy solicitation rules contained in Regulation 14A promulgated under the United States Securities Exchange Act of 1934, as amended.

II. Voting and Solicitation

In order to attend, address and vote at the Annual General Meeting, or vote by proxy, holders of record of registered shares are requested to advise the Company in writing in accordance with the procedures set forth in the Notice of Annual General Meeting of Shareholders. *In accordance with Dutch Law, only holders of record of the Common Shares on the date of the Annual General Meeting are entitled to vote at the meeting or by proxy.*

As of May 12, 2006, there were 149,374,603 Common Shares outstanding. Shareholders are entitled to one vote for each Common Share held. Proposals presented to the shareholders at the Annual General Meeting shall be validly adopted if adopted by a simple majority of the votes cast at the Annual General Meeting.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivery to the Company of a written notice of revocation or a duly executed proxy bearing a later date. Any shareholder who has executed a proxy but is present at the Annual General Meeting, and who wishes to vote in person, may do so by revoking his or her proxy as described in the preceding sentence. Mere attendance at the

Annual General Meeting will not serve to revoke a proxy. Shares represented by valid proxies received in time for use at the Annual General Meeting and not revoked at or prior to the Annual General Meeting, will be voted at the Annual General Meeting.

III. *Explanatory Notes to Agenda Items*

Explanatory Note to Items 2, 3, 4, 6 and 7 Adoption of the Annual Accounts

The shareholders of the Company are being asked to adopt the Annual Accounts for Fiscal Year 2005. The Annual Report and the Annual Accounts have been prepared by the Managing Board and approved by the Supervisory Board of the Company. As described at the Annual General Meeting held in 2004, on December 9, 2003 the Dutch Corporate Governance Committee published the Dutch Corporate Governance Code (the Code) containing the principles of good corporate governance and best practice provisions. The Code includes general principles and specific best practice provisions to be observed by Dutch listed companies, including their managing board members and supervisory board members, and their shareholders in relation to one another. According to the Code, a listed company has to state in its Annual Report for fiscal year 2005 any best practice provisions of the Code with which it does not fully comply and to explain why and to what extent it does not comply with such provisions. Please see the Corporate Governance section of our Annual Report for further information.

Additionally, the shareholders of the Company are being asked to approve the performance of the Managing Board and the Supervisory Board, including a discharge from liability with respect to the exercise of their duties, for Fiscal Year 2005.

Under the Articles of Association of the Company and Dutch law, copies of the Annual Accounts for Fiscal Year 2005 and the reports of the Supervisory Board and the Managing Board can be obtained free of charge by shareholders and other persons entitled to attend the Annual General Meeting at the offices of the Company at Spoorstraat 50, 5911 KJ Venlo, The Netherlands, and at the offices of American Stock Transfer and Trust Company at 6201 15th Avenue, Brooklyn, New York 11219, United States of America, until the close of the Annual General Meeting.

THE SUPERVISORY BOARD AND THE MANAGING BOARD UNANIMOUSLY RECOMMEND A VOTE *FOR* THESE ITEMS. THE ACCOMPANYING PROXY WILL BE VOTED IN FAVOR THEREOF UNLESS INSTRUCTIONS ARE OTHERWISE PROVIDED.

Explanatory Note to Item 5 Reservation and Dividend Policy

The Company's reservation and dividend policy is to retain the profits by way of reserve, as is common among fast growing companies with significant future expansion potential in rapidly developing fields. Consequently, the Company will not pay a dividend to the shareholders out of the Fiscal Year 2005 profits. This policy benefits our shareholders by increasing share value, and the Company believes that this policy is aligned with shareholders' taxation preferences.

Explanatory Note to Items 8 and 9 (Re-)appointment of the Supervisory Directors and the Managing Directors

The Supervisory Board and the Managing Board acting together at a joint meeting (the Joint Meeting) resolved to make a binding nomination for the (re-)election of six members of the Supervisory Board, all current members of the Managing Board and Roland Sackers as a new member of the Managing Board.

The Supervisory Board consists of such number of members, with a minimum of three members, as the Joint Meeting thereof may determine. The Supervisory Board presently consists of seven members. The Joint Meeting has determined that one vacant Supervisory Board position, resulting from the decision by Mr. Jochen

Walter not seek another term as a Supervisory Board member, will not be filled at this time, and therefore, after the Annual General Meeting, the Supervisory Board will consist of six members. The Supervisory Directors are elected by vote of the shareholders of the Company at the Annual General Meeting, subject to the authority of the Supervisory Board to appoint up to one-third of its members if vacancies occur during a fiscal year. The Managing Board has one or more members as determined by the Supervisory Board. The Managing Board presently consists of three members. The Supervisory Board has determined that, following the Annual General Meeting, the Managing Board will consist of four members. Managing Directors are appointed by vote of the shareholders of the Company at the Annual General Meeting. The Supervisory Board and the Managing Board at the Joint Meeting may make a binding nomination to fill each vacancy on the Supervisory Board and Managing Board. At the Annual General Meeting, the shareholders may overrule the binding nature of a nomination by resolution adopted with a majority of at least two-thirds of the votes cast, if such majority represents more than half the issued share capital.

Supervisory Directors and Managing Directors are appointed annually for the period beginning on the date following the Annual General Meeting up to and including the date of the Annual General Meeting held in the following fiscal year.

By Unanimous Written Consent dated as of May 3, 2006, the Joint Meeting resolved to make a binding nomination for six members of the Supervisory Board and four members of the Managing Board. The six binding nominees for election to the Supervisory Board positions are as follows, each nominee listed under a below has been proposed for re-election:

Nominations for position no. 1: a. Dr. Metin Colpan and b. Dr. Heinrich Hornef;

Nominations for position no. 2: a. Dr. Heinrich Hornef and b. Mr. Erik Hornnaess;

Nominations for position no. 3: a. Mr. Erik Hornnaess and b. Prof. Dr. Manfred Karobath;

Nominations for position no. 4: a. Prof. Dr. Manfred Karobath and b. Prof. Dr. Detlev H. Riesner;

Nominations for position no. 5: a. Prof. Dr. Detlev H. Riesner and b. Dr. Franz A. Wirtz; and

Nominations for position no. 6: a. Dr. Franz A. Wirtz and b. Prof. Dr. Carsten P. Claussen.

The Supervisory Board believes that these nominees meet the criteria for Supervisory Board positions, as approved by a resolution adopted by the Supervisory Board on May 3, 2006 and set forth on the Company's website, and that they will continue to make significant contributions to the Supervisory Board.

The binding nominations for each of the four Managing Board positions are as follows, each nominee listed under a below has been proposed for (re-)election:

Nominations for position no. 1: a. Mr. Peer M. Schatz and b. Dr. Joachim Schorr;

Nominations for position no. 2: a. Dr. Joachim Schorr and b. Mr. Bernd Uder;

Nominations for position no. 3: a. Mr. Bernd Uder and b. Mr. Roland Sackers; and

Nominations for position no. 4: a. Mr. Roland Sackers and b. Ms. Birgit Bergfried.

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The following is a brief summary of the background of each of the Supervisory Director and Managing Director nominees. References to QIAGEN and the Company in relation to periods prior to April 29, 1996 mean QIAGEN GmbH and its consolidated subsidiaries:

Peer M. Schatz, 40, joined the Company in 1993 and has been Chief Executive Officer since January 1, 2004. Between 1993 and 2003 he was Chief Financial Officer and became a Managing Director in 1998. Mr. Schatz was previously a partner in a private management buyout group in Switzerland and worked in finance and systems positions in Sandoz, Ltd. and Computerland AG, as well as in finance, operations, management and

sales positions in various start-up companies in the computer and software trading industry in Europe and the United States. Mr. Schatz graduated from the University of St. Gall, Switzerland, with a Master's degree in Finance in 1989 and obtained an M.B.A. in Finance from the University of Chicago Graduate School of Business in 1991. Mr. Schatz also serves in the capacities of Vice Chairman and Audit Committee Chairman of Evotec AG and as director to Mulligan BioCapital AG, acted as a member of the Advisory Board (Börsenrat) of the Frankfurt Stock Exchange through 2004, and also serves as a member of the German Corporate Governance Commission.

Roland Sackers, 37, joined the Company in 1999 and has been Chief Financial Officer and Deputy Managing Director since January 1, 2004. Mr. Sackers is currently not a voting member of the Managing Board. Between 1999 and 2003, he was Vice President Finance of the Company. Between 1995 and 1999, Mr. Sackers was an auditor with Arthur Andersen Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft. Mr. Sackers graduated from the Westfälische Wilhelms-Universität Münster, Germany with an M.B.A. Mr. Sackers has been a member of the supervisory board of IBS AG since 2002, a member of the Audit Committee of IBS AG since 2003, and a member of the board of directors of Operon Biotechnologies, Inc. since 2004.

Dr. Joachim Schorr, 45, joined the Company in 1992 and has been Senior Vice President Research & Development since January 1, 2004. He became a Managing Director in 2004. Initially, Dr. Schorr served the Company as Project Manager and later had responsibilities as Business Unit Manager. In 1999, Dr. Schorr became Vice President Research & Development with the responsibility for the world-wide QIAGEN R&D activities. Before joining QIAGEN, Dr. Schorr worked for the pharmaceutical company Hoechst AG on the development of oral malaria vaccines and was awarded with the IHK research award in 1991. Dr. Schorr holds a Ph.D. in Molecular Biology and Virology from the University of Cologne. Dr. Schorr is a co-founder of Coley Pharmaceuticals, EnPharma Pharmaceuticals and QBM Cell Sciences and is currently a member of the supervisory board of QBM Cell Sciences.

Bernd Uder, 48, joined QIAGEN in 2001 as Vice President Sales & Marketing and has been Senior Vice President Sales & Marketing since January 1, 2004. He became a Managing Director in 2004. Between 1987 and 2001, Mr. Uder was active in building up and coordinating world-wide distribution networks as Vice President European Biolab Sales & Marketing with Pharmacia and Vice President global e.business with Amersham Pharmacia Biotech.

Professor Dr. Detlev H. Riesner, 64, is a co-founder of QIAGEN. He has been on the Company's Supervisory Board since 1984 and was appointed Chairman of the Supervisory Board in 1999. Professor Riesner has held the Chair of Biophysics at the Heinrich-Heine-University in Düsseldorf since 1980. In 1996, he was also appointed to the position of Vice President of Research, and in 1999, he was nominated Director of Technology at the University of Düsseldorf. Prior to that, he was Professor of Biophysical Chemistry at the Darmstadt Institute of Technology and, from 1975 to 1977, Lecturer of Biophysical Chemistry at Hannover Medical School. He has held guest professorships at the Institute of Microbiology, Academia Sinica, Beijing, and the Department of Neurology at the University of California, San Francisco. He received his M.S. in Physics from Hannover Institute of Technology and his Ph.D. from the University of Braunschweig, with post-graduate work at Princeton University. Professor Riesner is either a member of the supervisory board or a director of New Lab Bioquality AG, Erkrath, AC Immune S.A., Lausanne and Neuraxo GmbH, Düsseldorf. Professor Riesner is also a member of the scientific advisory boards of the RiNA network, Berlin, the Friedrich-Loeffler-Institut, Isle of Riems, and PrioNet, Canada.

Dr. Heinrich Hornef, 75, has been on the Company's Supervisory Board since 2000 and was appointed Deputy Chairman of the Supervisory Board and Audit Committee Chairman in 2001. He also serves as a chairman on the supervisory board of Heidelberg Innovation GmbH, a biotechnology and life-science venture capital company in Heidelberg, Germany and as chairman of the advisory board of m phasys GmbH, Tuebingen. He was chairman of the supervisory board of the pharmaceutical company Merck KGaA, in Darmstadt, Germany until December 2003 and a member of the supervisory board until March 2004, as well as a member of the

partners counsel of E. Merck, in Darmstadt, Germany until June 2004. Prior to his retirement in December 1996, Dr. Hornef served as CFO of Boehringer Mannheim GmbH (1973-1991), as CFO of the Berlin-based Treuhandanstalt, the privatization agency in East-Germany (1992-1994), and as president of its successor organization, BvS (1995-1996).

Dr. Metin Colpan, 51, is a co-founder of the Company and was Chief Executive Officer and a Managing Director from 1985 through 2003. Dr. Colpan obtained his Ph.D. and M.Sc. in Organic Chemistry and Chemical Engineering from the Darmstadt Institute of Technology in 1983. Prior to founding QIAGEN, Dr. Colpan was an Assistant Investigator at the Institute for Biophysics at the University of Düsseldorf. Dr. Colpan has had wide experience in separation techniques, and in the separation and purification of nucleic acids in particular, and has filed many patents in the field. Dr. Colpan currently serves as a supervisory board member of GenPat77 Pharmacogenetics AG, GPC Biotech AG, Ingenium Pharmaceuticals AG and Morphosys AG, each in Munich, Germany.

Dr. Franz A. Wirtz, 73, has been a member of QIAGEN's Supervisory Board since 1989. Dr. Wirtz was managing director of Grünenthal GmbH, Aachen, Germany, a large, private pharmaceutical company from 1962-1997 and a member of its advisory board from 1998-2001. He is Vice Chairman of Paion AG, Aachen and Vice Chairman of Dasgip AG, Jülich, two young German biotech companies. For ten years Dr. Wirtz was treasurer of the German pharmaceutical industry association. Dr. Wirtz holds a doctorate degree in chemistry from the Rheinisch-Westfälische Technische Hochschule in Aachen whose honorary citizen he became in 2001.

Erik Hornnaess, 68, has been a member of the Supervisory Board since 1998, joined the Audit Committee in 2002 and the Compensation Committee in 2005. Mr. Hornnaess worked for Astra Pharmaceuticals, Sweden from 1965 until 1979 in various management positions in Sweden, Australia, and Canada and, for the last three years of this period, as the General Manager for the Benelux region (Belgium, The Netherlands and Luxembourg). In 1979, he joined Abbott Laboratories European Headquarters in Paris, France, and from 1982, he was the Area Vice-President of Abbott Diagnostic Division in Europe, Middle-East and Africa, with headquarters in Wiesbaden, Germany. Mr. Hornnaess retired from Abbott Laboratories on March 1, 1997 and currently serves as non-executive director of AXIS-SHIELDS Group, Scotland, and MEDISTIM ASA, Norway. Additionally, Mr. Hornnaess served as the Vice-President of European Diagnostic Manufacturers Association (EDMA), Brussels in the period 1995 through 1997. Mr. Hornnaess graduated from Aarhus Handelshøjskole, Denmark with an M.B.A. and obtained a P.M.D. from the Harvard Business School.

Professor Dr. Manfred Karobath, 65, studied medicine, and from 1967 to 1980 he worked first in the Dept. of Biochemistry of the University of Vienna and, after a stage as postdoctoral fellow, he joined the Dept. of Psychiatry where he became professor of biological Psychiatry. In 1980, he joined Sandoz Pharma in Basel, first, in drug discovery, and later, he became Senior Vice President and head of R&D. In 1992, Prof. Dr. Karobath joined Rhone Poulenc Rorer (RPR) as President of R&D and Executive Vice President, and later, he became a member of the boards of directors of RPR, Pasteur Mérieux Connought, Centeon and Rhone Poulenc Pharma. He has received several scientific awards and has published 92 scientific papers. Dr. Karobath also serves as a member of the board of directors of Coley Pharmaceutical Group.

Professor Dr. jur. Carsten P. Claussen, 78, was Chairman of the Supervisory Board of the Company from 1988 to June 1999 and was appointed as a Special Advisor and Honorary Chairman in 1999. This position is not required by Dutch law, and Professor Claussen is no longer a voting member of the Supervisory Board. For many years he has pursued a career in private banking. Between 1976 and 1987, Professor Claussen was a member of the executive board of Norddeutsche Landesbank, Hannover, and Chairman of the Hannover Stock Exchange. Since 1987, he has been a lawyer in Duesseldorf and senior advisor to IKB Deutsche Industriegeldbank, Düsseldorf. At present, he is a partner in the law firm of Hoffmann Liebs and Partner and specializes in corporate law and capital market transactions. He is Chairman of the Board of TON ART AG, Duesseldorf; Flossbach & v. Storch Vermögensmanagement AG, Cologne; and WAS Worldwide Analytical Systems AG, Cleve and is a member of other boards. Professor Claussen received his Ph.D. in law from the University of Cologne.

Birgit Bergfried, 40, joined the Company in 1997 as Managing Administrator. Ms. Bergfried holds a degree in Economics from the Polytechnic in Aachen.

Information concerning the ownership of Common Shares of each nominee to the Supervisory Board can be obtained free of charge by shareholders and other persons entitled to attend the Annual General Meeting at the offices of the Company at Spoorstraat 50, 5911 KJ Venlo, The Netherlands, and at the offices of American Stock Transfer and Trust Company at 6201 15th Avenue, Brooklyn, New York 11219, United States of America, until the close of the Annual General Meeting.

THE SUPERVISORY BOARD AND THE MANAGING BOARD ACTING TOGETHER AT THE JOINT MEETING UNANIMOUSLY RECOMMEND THE (RE-)APPOINTMENT OF EACH PROPOSED NOMINEE TO THE SUPERVISORY BOARD AND THE MANAGING BOARD. EACH NOMINEE LISTED UNDER A IN THE NOMINATIONS ABOVE HAS BEEN PROPOSED FOR (RE-)APPOINTMENT. THE ACCOMPANYING PROXY WILL BE VOTED IN FAVOR THEREOF UNLESS INSTRUCTIONS ARE OTHERWISE PROVIDED.

Explanatory Note to Item 10 Reappointment of Auditors

On May 3, 2006, the Supervisory Board approved a resolution to propose to the shareholders of the Company at the Annual General Meeting, and hereby does so propose, the reappointment of Ernst & Young LLP, independent registered public accounting firm, to audit the financial statements of the Company for the fiscal year ending December 31, 2006. Ernst & Young LLP audited the Company's financial statements for Fiscal Year 2005.

THE SUPERVISORY BOARD AND THE MANAGING BOARD UNANIMOUSLY RECOMMEND A VOTE FOR THIS ITEM. THE ACCOMPANYING PROXY WILL BE VOTED IN FAVOR THEREOF UNLESS INSTRUCTIONS ARE OTHERWISE PROVIDED.

Explanatory Note to Item 11 Extension of Certain Powers of the Managing Board

Pursuant to Article 6 of the Articles of Association, the Managing Board shall have the power to acquire shares in the Company's own share capital, if and in so far as the Managing Board has been designated by a general meeting of shareholders for this purpose. This designation shall be valid for a specific period of no more than eighteen months and may from time to time be extended for a period of no more than eighteen months.

On June 14, 2005, the Managing Board was authorized at the Annual General Meeting to exercise the powers set forth in the above paragraph, without limitation against a price between one Euro cent (Euro 0.01) and one hundred and fifty percent (150%) of the price for such shares on a stock market or, with respect to preference and finance preference shares, against a price between one Euro cent (Euro 0.01) and three times the issuance price. This authorization is valid up to and including December 14, 2006. At the Annual General Meeting, the shareholders are being asked to extend the above stated powers of the Managing Board, without limitation against a price between one Euro cent (Euro 0.01) and one hundred and ten percent (110%) of the average closing price of the Common Shares on the Nasdaq National Market for the five trading days prior to the day of the purchase or, with respect to preference and finance preference shares, against a price between one Euro cent (Euro 0.01) and three times the issuance price, which extension shall be valid up to and including December 22, 2007.

THE SUPERVISORY BOARD AND THE MANAGING BOARD UNANIMOUSLY RECOMMEND A VOTE FOR THIS ITEM. THE ACCOMPANYING PROXY WILL BE VOTED IN FAVOR THEREOF UNLESS INSTRUCTIONS ARE OTHERWISE PROVIDED.

COMMITTEES OF THE SUPERVISORY BOARD, MEETINGS AND SHAREHOLDER

COMMUNICATIONS TO THE BOARD

Meeting Attendance. During Fiscal Year 2005, there were eight (8) meetings of the Supervisory Board, and the various committees of the Supervisory Board met a total of twenty-two (22) times. No supervisory director attended fewer than 75% of the total number of meetings of the Supervisory Board and of committees of the Supervisory Board on which he served during Fiscal Year 2005. The Board has adopted a policy under which the Chairman of the Supervisory Board and all members of the Managing Board attend each Annual General Meeting of shareholders, and all other members of the Supervisory Board attend each Annual General Meeting if possible.

Committees of the Supervisory Board. The Supervisory Board has established an Audit Committee, a Compensation Committee and a Selection and Appointment Committee, which are comprised of the following members:

Name of Supervisory Director	Independent	Member of Audit Committee	Member of Compensation Committee	Member of Selection and Appointment Committee
Prof. Dr. Detlev Riesner	ü			ü (Chairman)
Dr. Heinrich Hornef	ü	ü (Chairman)		ü
Prof. Dr. Manfred Karobath	ü		ü	
Dr. Franz Wirtz	ü		ü (Chairman)	
Erik Hornnaess	ü	ü	ü	
Jochen Walter	ü	ü		

We believe that all of our Supervisory Directors, except for Dr. Metin Colpan, meet the independence requirements set forth in the Marketplace Rules of the Nasdaq National Market. Pursuant to the Code, no more than one Supervisory Director could fail to qualify as independent, as defined in the Code. Presently, Dr. Colpan is not considered independent due to his former position as our Chief Executive Officer and member of our Managing Board. Dr. Colpan does not serve on any committees of the Supervisory Board.

Audit Committee. The Audit Committee, which met five (5) times in Fiscal Year 2005, operates pursuant to a charter approved by the Supervisory Board, consists of three members, Dr. Hornef (Chairman), Mr. Walter and Mr. Hornnaess, and meets at least quarterly. The Audit Committee members are appointed by the Supervisory Board and serve for a term of one year. We believe that all members of the Audit Committee meet the independence requirements as set forth in the Sarbanes-Oxley Act of 2002 and the Marketplace Rules of the Nasdaq National Market. The Audit Committee is responsible for the nomination, subject to shareholder approval, of the independent registered public accounting firm to audit the consolidated financial statements and local books and records of QIAGEN and its subsidiaries, and is responsible for pre-approving the fees for such services. Additionally, the Audit Committee reviews the performance of the independent registered public accounting firm with management, discussing on a quarterly basis the scope and results of the reviews and audits with the independent registered public accounting firm; discusses our financial accounting and reporting principles and policies and the adequacy of our internal accounting, financial and operating controls and procedures with the independent registered public accounting firm and management; considers and approves any recommendations regarding changes to our accounting policies and processes; reviews with management and the independent registered public accounting firm our quarterly earnings reports prior to their release to the press; and reviews the quarterly and annual reports (reported on Forms 6-K and 20-F) to be furnished to or filed with

the Securities and Exchange Commission and the Deutsche Boerse. The Board has designated Dr. Hornef as an audit committee financial expert as that term is defined in the United States Securities and Exchange Commission rules adopted pursuant to the Sarbanes-Oxley Act of 2002.

Compensation Committee. The Compensation Committee, which met fifteen (15) times in Fiscal Year 2005, consists of three members, Dr. Wirtz (Chairman), Professor Karobath and Mr. Hornnaess. Members are appointed by the Supervisory Board and serve for a term of one year. We believe that all of the members of the Compensation Committee meet the independence requirements set forth in the Marketplace Rules of the Nasdaq National Market. The Compensation Committee reviews and approves all equity-based compensation, reviews and approves the annual salaries, bonuses and other benefits of executive officers, and reviews general policies relating to employee compensation and benefits.

Selection and Appointment Committee. The Selection and Appointment Committee, which met two (2) times in Fiscal Year 2005, consists of two permanent members, Prof. Riesner (Chairman) and Dr. Hornef (Vice Chairman). Other Supervisory Directors are involved with the Selection and Appointment Committee on a case-by-case basis. Members are appointed by the Supervisory Board and serve for a term of one year, unless otherwise specified by the Board. The Selection and Appointment Committee prepares the selection criteria and appointment procedures for members of the Company's Supervisory Board and Managing Board; periodically evaluates the scope and composition of the Managing Board and Supervisory Board and proposes the profile of the Supervisory Board in relation thereto. Additionally, the Committee periodically evaluates the functioning of individual members of the Managing Board and Supervisory Board and reports the results thereof to the Supervisory Board and proposes the (re-)appointments of members of the Company's Managing Board and Supervisory Board. The Committee prepares and submits to the Supervisory Board on an annual basis a report of its deliberations and findings.

Shareholder Communications to the Board. Generally, shareholders who have questions or concerns should contact our Investor Relations department at +49-2103-29-11709. However, any shareholders who wish to address questions regarding our business directly with the Supervisory Board, or any individual Supervisory Director, should direct questions in writing to the Chairman of the Board, Prof. Dr. Detlev Riesner, at QIAGEN N.V., Spoorstraat 50, 5911 KJ Venlo, The Netherlands.

**ADDITIONAL INFORMATION REGARDING COMPENSATION OF
MANAGING DIRECTORS**

The objective of QIAGEN's remuneration policy is to achieve a total remuneration level, both short-term and long-term, that is comparable with levels provided by other European and United States companies of similar size and complexity in a similar industry. The level and structure of remuneration was determined in light of, among other things, the business and financial results, strategic position, share price performance and other developments relevant to QIAGEN. Independent external compensation surveys have been taken into account in determining the appropriate remuneration levels for the members of the Managing Board.

Compensation of the members of the Managing Board consisted of a fixed salary and other variable components. Variable compensation included one-time and annual payments linked to business performance (bonuses), as well as long-term incentives containing risk elements, such as stock options or other equity-based compensation and pension plans. The variable part of the compensation was designed to strengthen the Managing Board members' commitment to QIAGEN and its objectives.

Each annual bonus was determined in accordance with QIAGEN's global bonus scheme, which is applicable to management and certain employees of QIAGEN and its affiliates. The bonus was based on overall financial goals of QIAGEN, the individual performance of each Managing Board member and the performance of the department the respective Managing Board member is responsible for. Financial targets were based on revenue, operating income and other financial ratios. These targets were agreed upon by the Supervisory Board. Due to commercial and competitive considerations, QIAGEN does not publish the agreed upon targets. Bonus payments made to the members of the Managing Board are set forth in the first table below.

Members of the Managing Board are eligible to participate in a defined contribution benefit plan. They may also benefit from other non-cash compensation or benefit in kind. A typical example of such non-cash compensation is the use of a Company-owned car.

Mr. Uder and Mr. Schorr participated in a defined contribution benefit plan (see second table below) pursuant to which parts of their fixed salary are converted into contributions to this plan on an annual basis.

In accordance with Dutch labor law, the employment agreements between QIAGEN and the Managing Board members have an indefinite term but can be terminated by QIAGEN with six months' notice and by the Managing Directors with three months' notice. There are no arrangements for early retirement of the Managing Board members. In the event of dismissal, the current employment agreements of the members of the Managing Board provide for continued salary payments for the remaining term of their employment.

Year Ended December 31, 2005

Name	Annual Compensation			Total
	Fixed Salary	Variable Cash Bonus	Other (1)	
Peer M. Schatz	\$ 871,000	\$ 281,000	\$ 1,000	\$ 1,153,000
Roland Sackers	\$ 286,000	\$ 81,000	\$ 155,000	\$ 522,000
Dr. Joachim Schorr	\$ 249,000	\$ 81,000	\$ 25,000	\$ 355,000
Bernd Uder	\$ 249,000	\$ 111,000	\$ 10,000	\$ 370,000

(1) Amounts include, among others, inventor bonus and expatriate fringe pay. Does not include the reimbursement of certain expenses relating to travel incurred at the request of the Company or other reimbursements or payments that in total did not exceed the lesser of \$50,000 or 10% of the total salary and bonus reported for the officer.

Managing Board members also received a variable component, in the form of stock options. Stock options granted to the Managing Board must have an exercise price that is higher than the market price at the time of grant.

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Year Ended December 31, 2005

Name	Long-Term Compensation	
	Defined Contribution Benefit Plan	Stock Options
Peer M. Schatz		200,000(1)
Roland Sackers	\$ 10,000	150,000(1)
Dr. Joachim Schorr	\$ 8,000	100,000(1)
Bernd Uder	\$ 8,000	100,000(1)

(1) Options granted at exercise prices ranging from \$11.985 to \$12.546, expiring in May and December 2015.

ATTENDANCEFORM TO: QIAGEN N.V.
c/o American Stock Transfer and Trust Company

6201 15th Avenue

Brooklyn, New York 11219

QIAGEN N.V.

Annual General Meeting of Shareholders

June 22, 2006

The undersigned, holder of _____ registered shares (with share certificate number _____ through _____) of QIAGEN N.V. (the Company), hereby notifies the Company that he/she/it wishes to attend and to exercise his/her/its shareholder rights at the Annual General Meeting of Shareholders of the Company to be held on Thursday, June 22, 2006 at 10:30 a.m., local time, at Maaspoort, Oude Markt 30, 5911 HH Venlo, The Netherlands, and requests that the Company add his/her/its name to the admission list for the Annual General Meeting.

The undersigned registered shareholder realizes that he/she/it can only exercise his/her/its shareholder rights for the shares registered in his/her/its name on the day of the Annual General Meeting of Shareholders.

In witness whereof the undersigned has duly executed this form/caused this form to be duly executed by its authorized officers at _____ this _____ day of _____, 2006.

(Signature of registered shareholder)

(Signature of registered shareholder)

(Print full name of registered shareholder(s))

If the shares are held jointly, each registered holder must sign. *Notification should be received no later than 5 p.m. (New York time) on June 15, 2006 at the offices of American Stock Transfer and Trust Company, 6201 15th Avenue, Brooklyn, New York 11219, United States of America.*

AGENDA FOR THE
2006 ANNUAL GENERAL MEETING
OF SHAREHOLDERS
QIAGEN N.V.

The agenda for the 2006 Annual General Meeting of Shareholders (the Annual General Meeting) of QIAGEN N.V. (the Company) is as follows:

1. Opening;
2. Managing Board Report for the year ended December 31, 2005 (Fiscal Year 2005);
3. Supervisory Board Report on the Company s Annual Accounts (the Annual Accounts) for Fiscal Year 2005;
4. Adoption of the Annual Accounts for Fiscal Year 2005;
5. Reservation and dividend policy;
6. Approval of the performance of the Managing Board during Fiscal Year 2005, including a discharge from liability with respect to the exercise of their duties during Fiscal Year 2005;
7. Approval of the performance of the Supervisory Board during Fiscal Year 2005, including a discharge from liability with respect to the exercise of their duties during Fiscal Year 2005;