

DIGENE CORP  
Form 425  
June 04, 2007

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

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QIAGEN & DIGENE  
Announce Merger  
The New Market and Technology Leader in  
Molecular Diagnostics  
Employee Meeting  
Germantown, June 4th 2007  
June 4, 2007, 1:00am EST  
Filed  
by:  
QIAGEN  
N.V.  
Pursuant  
to  
Rule  
425  
under  
the  
Securities  
Act  
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000-28194

Sample & Assay Technologies

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QIAGEN/DIGENE

Creating a Leader in MDx

Creating a market and technology leading company in

sample and assay technologies in molecular diagnostics

.  
QIAGEN and DIGENE announced yesterday  
to combine the two companies  
to create a market and technology leading company in  
sample and assay technologies in molecular diagnostics

.  
The Deal

Approved by Boards of Directors of both companies

QIAGEN

is

to

acquire

100%

of

DIGENE's

stock

\$1.6 billion, 55% in cash, 45% in stock

Conservatively financed

QIAGEN remains financially strong

.  
This strategic transaction combines

QIAGEN's leading portfolio of sample & assay technologies  
with Energy's leadership in HPV and cancer-targeted MDx

This creates a global leader with

over \$350 million of molecular diagnostics revenue and

\$700 million overall

2,600 employees

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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:

1,990

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) 178

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%

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Creating a Leader in MDx

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## MISSION

As the innovative market and technology leader, QIAGEN creates indispensable solutions that set standards in enabling access to content from any biological sample.

.  
Our mission is to enable our customers to achieve outstanding success and breakthroughs in research, applied markets, drug development and **molecular diagnostics**. We thereby make improvements in life possible.

.  
Our commitment to the markets we serve drives our innovation and leadership in all areas where solutions such as sample collection, stabilization, separation, purification, storage, handling and processing are required.

.  
The exceptional talent, skill and passion of our employees are key to QIAGEN's excellence, success and value.

QIAGEN's Vision And Mission Statement

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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

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QIAGEN/DIGENE

Creating a Leader in MDx

The Combination Accelerates

DIGENE's

Development Goals

Highly attractive value for DIGENE shareholders

Significant premium today

Significant combined upside potential

Ongoing investment in the future

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

utilize

QIAGEN's

operations

and

infrastructure

which

are

needed for next phase of growth

QIAGEN's Breadth and Platforms + DIGENE's

Content

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Creating a Leader in MDx

Absolute leadership in key segment of MDx: HPV testing

The DIGENE

HPV Test portfolio is the only FDA-approved test  
portfolio for the human papillomavirus  
(HPV)

Exclusive IP positions on key high-risk types >70 HPV types

Regulatory leadership

Focus on women's health

Portfolio includes molecular diagnostic products for  
HPV (over 10 million tests sold in 2006)

Chlamydia and gonorrhea

Blood viruses such hepatitis B and CMV

Proprietary Hybrid Capture technology

Markets its products in more than 40 countries worldwide

Headquartered in Gaithersburg, Maryland

Overview of DIGENE Corporation

Leader in Critical Area of Women's Health



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Creating a Leader in MDx

A Critical Disease Target: Human Papilloma

Virus ( HPV )

Cervical cancer is the #2 cancer for women worldwide

WW over 470k cases/year causing more than 230k deaths

In US almost 10k cases/year, more almost 4k deaths

One woman dies every two minutes from cervical cancer

HPV is the proven cause of cervical cancer

Pool of eligible

candidates for DIGENE HPV screening is

huge and largely untapped

DIGENE is positioned as the standard of care

for cervical

cancer screening

Prevalence of HPV in Cervical Cancers Worldwide 99.7%

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Creating a Leader in MDx

Vaccines are a Key Growth Driver for HPV Testing

Vaccines Are a Great Growth Driver for HPV Testing

Significant marketing budgets advocating importance

Target age groups

Target vaccination age: 10-20 years

Target testing age: >30 years

It would take >20 years to phase over

Vaccinations

Limited to 2 high risk

HPV types

(70% of cancers)

DIGENE HPV Test tests for 13 types

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QIAGEN/DIGENE

Creating a Leader in MDx

Significant Synergy Value

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

120

150

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

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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%

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Creating a Leader in MDx

Dissemination

One Core: Sample and Assay Technologies

QIAGEN sample and assay technologies

Research: were there when researchers  
in academia explore the virus

Pharma: were there when Merck develop  
the vaccine

Molecular Diagnostics: are used to test for  
HPV

are helping eradicate a disease that kills  
one woman every 2 minutes

are making improvements in life possible

Dissemination





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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  
Technologies  
ASSAY  
Techologies  
QIAGEN Case

Sample & Assay Technologies

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Creating a Leader in MDx

QIAGEN and DIGENE



A decade long year partnership in Molecular Diagnostics

>10 year partnership between QIAGEN and DIGENE

DIGENE products utilize 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

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QIAGEN and DIGENE -

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

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QIAGEN/DIGENE

Creating a Leader in MDx

World-Class Capabilities and Organization

to Ensure Success

Great breadth and depth of teams

Similar cultures and strong working relationship

Strong synergies:

This is about 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.

Business as usual until closing (August/September)

We are

Huge Growth Potential -

Increasing Awareness

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For Internal Use Only

Four Phases to an effective Integration of Energy

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