

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  
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

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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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QIAGEN/DIGENE  
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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QIAGEN/DIGENE

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

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QIAGEN/DIGENE

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  
Agree on integration  
resources, project teams,  
charter & external support  
Develop organizational and  
core operating model  
Determine targets  
Communication

Pre-closing  
Pre-closing  
Plan  
Budget 2008  
Plan  
Budget 2008  
"Achievements"  
"Achievements"  
Pre-announcement/  
Pre-closing  
Pre-announcement/  
Pre-closing  
Day of public  
announcement  
Ca. September 2007  
December  
2007  
June  
2008



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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

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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

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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



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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

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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

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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

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QIAGEN/DIGENE

Creating a Leader in MDx

A New Leader in MDx

Follows strategies of both companies

QIAGEN: leadership in sample and assay technologies

in research, pharma, applied testing and MDx

DIGENE: next wave of growth for HPV

Creating the new leader in MDx

with broad synergies in

Technology

Content

Channel

Infrastructure

No changes in staffing planned at QIAGEN other than growth

Growth, strength -> new career opportunities, an even better  
place to be

Excellent basis for further growth

Most exciting areas in MDx

links into oncology

Infrastructure can exploit future opportunities, e.g. content

Creating Value with our Strategy



Sample & Assay Technologies

QIAGEN

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

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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](http://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](http://www.qiagen.com) or [www.digene.com](http://www.digene.com).