



Measuring the other side of immunity

Cellestis Limited
Level 1, Office Tower 2
PO Box 169
Chadstone Centre
VIC 3148 Australia

15 July 2011

Mr James Gerraty
ASX Limited
Level 45, Rialto Towers
525 Collins Street
MELBOURNE VIC 3000

Dear Sir

Adjourned Scheme Meeting

Cellestis Limited refers to its announcement dated 11 July 2011 regarding the revised proposal from QIAGEN (*Revised Proposal*) and is pleased to announce that the Supreme Court of Victoria has today made orders adjourning the Scheme Meeting previously scheduled for 20 July 2011. The purposes of the adjournment is allow Cellestis shareholders the opportunity to consider amendments to the previously announced proposed scheme of arrangement (*Scheme*) following the receipt of the revised proposal from QIAGEN, which was announced by Cellestis on 11 July 2011 (*Revised Proposal*).

The Scheme Meeting to approve the Scheme (as amended to reflect to the terms of the Revised Proposal) will now be held at **1.30 pm on 3 August 2011**. The venue for the meeting remains at **RACV Club, Level 17, 501 Bourke Street, Melbourne, Victoria**.

The meeting originally scheduled for 20 July 2011 will not occur as previously advised.

A Supplementary Scheme Booklet (which contains details of the Revised Proposal) together with a new proxy form will shortly be sent to Cellestis Shareholders. A copy of the Supplementary Scheme Booklet is attached to this announcement.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Brian Manuel".

Brian Manuel
Chief Financial Officer and Company Secretary
Cellestis Limited





Cellestis Limited

Supplementary Scheme Booklet Revised Proposal

For a proposed scheme of arrangement between Cellestis Limited (ACN 094 962 133) and the holders of fully paid ordinary shares in Cellestis Limited (other than Excluded Shareholders) in relation to the proposed acquisition of all of the fully paid ordinary shares in Cellestis Limited by QIAGEN Australia Holding Pty Limited (ACN 131 756 995), a wholly owned subsidiary of QIAGEN N.V.

**Your Directors continue to unanimously recommend
that, in the absence of a superior proposal, you**

vote in favour of the Scheme

This Supplementary Scheme Booklet includes a Notice of Adjourned Scheme Meeting for Cellestis Shareholders (other than Excluded Shareholders) to be held on 3 August 2011 at RACV Club, Level 17, 501 Bourke Street, Melbourne, Victoria at 1.30 pm.

Legal Adviser to Cellestis

BAKER & MCKENZIE

Financial Adviser to Cellestis

CREDIT SUISSE 

This is an important document and requires your immediate attention. You should read it in its entirety before voting on the Scheme. If you are in any doubt about how to deal with this document, please consult your professional adviser.

Introduction

On 4 April 2011, the Board of Cellectis Limited (**Cellectis**) announced that it had entered into a Scheme Implementation Deed with QIAGEN N.V. (**QIAGEN**) and QIAGEN Australia Holding Pty Limited (**QIAGEN Australia**) under which it was proposed that QIAGEN Australia will acquire all of the Cellectis Shares by way of a scheme of arrangement (**Scheme**) for \$3.55 cash per Cellectis Share less the cash amount of the Special Dividend, if it is declared and payable. A Scheme Booklet dated 14 June 2011 (**Scheme Booklet**) which contained details of the proposed Scheme was dispatched to Cellectis Shareholders on 20 June 2011.

On 11 July 2011, Cellectis announced to ASX that QIAGEN had agreed to, among other things, increase the Scheme Consideration payable under the Scheme such that Total Cash Payments to be received by Scheme Shareholders will increase from \$3.55 to \$3.80 per Cellectis Share (**Revised Proposal**). In addition, under the terms of the Revised Proposal, the ability of Cellectis to pay the Special Dividend of up to 7 cents per Cellectis Share is no longer conditional on the receipt of a favourable ATO tax ruling. This Supplementary Scheme Booklet describes the proposed amendments to the Scheme to reflect the terms of the Revised Proposal. This document supplements, and should be read together with, the Scheme Booklet dated 14 June 2011 (**Scheme Booklet**).

On 15 July 2011, the Supreme Court of Victoria ordered that the Scheme Meeting initially scheduled for 20 July 2011 be adjourned to be held on **3 August 2011 at 1.30 pm**. At that meeting, a preliminary resolution will be put to Cellectis Shareholders (other than Excluded Shareholders) to consider amendments to the Scheme (originally proposed in the Scheme Booklet) to reflect the Revised Proposal, including the increase in Total Cash Payments from \$3.55 to \$3.80 per Cellectis Share (**Preliminary Resolution**). If the Preliminary Resolution is passed, then a second resolution will be put to Cellectis Shareholders (other than Excluded Shareholders), being a resolution to approve the Scheme as amended by the Preliminary Resolution (**Amended Scheme Resolution**). If the Preliminary Resolution is not passed, then the original Resolution set out in the notice of meeting which accompanied the Scheme Booklet in respect of the original proposal will be put to Cellectis Shareholders (other than Excluded Shareholders). The Preliminary Resolution and the Amended Scheme Resolution (collectively the **Resolutions**) are set out in full in the Notice of Adjourned Scheme Meeting set out as Annexure 2 of this document.

In this document, the term "Scheme" is used to describe the Scheme as amended by the Preliminary Resolution. This document will prevail in the event of any inconsistency with the Scheme Booklet. Unless otherwise defined in this document or the context otherwise requires, terms defined in the Scheme Booklet have the same meaning where used in this document.

If you have any questions or require further information, you can contact 1300 893 956. If you are in any doubt about anything in this document, please contact your financial, legal, taxation or other professional adviser.

This document is dated 15 July 2011.

Revised Important Dates and Times

The Scheme Meeting of Cellectis Shareholders (other than Excluded Shareholders) will now be held at **1.30 pm on 3 August 2011** at RACV Club, Level 17, 501 Bourke Street, Melbourne, Victoria where voting on the Resolutions will take place. The meeting originally scheduled for 20 July 2011 will not occur as previously advised.

Date	Event
1.30pm on 1 August 2011	Latest time and date for lodgement of proxies
7.00pm on 1 August 2011	Time and date for determining eligibility to vote at the Scheme Meeting
1.30 pm on 3 August 2011	Scheme Meeting
If the Scheme is approved by Cellectis Shareholders (other than Excluded Shareholders):	
4 August 2011	Special Dividend declared or determined to be payable*
9 August 2011	Second Court Date for approval of the Scheme
10 August 2011	Scheme Effective Date
7.00pm on 10 August 2011	Suspension of Cellectis Shares from trading
5.00pm on 18 August 2011	Special Dividend Record Date for determining entitlements to Special Dividend*
5.00pm on 22 August 2011	Scheme Record Date for determining entitlements to Scheme Consideration
29 August 2011	Implementation Date

*Subject to the Scheme being implemented and the determination by the Cellectis Board.

All dates subsequent to the Scheme Meeting are indicative only and may change. All times are Melbourne time unless stated otherwise.

1 Overview of Revised Proposal

1.1 Increased Total Cash Payments

On 11 July 2011, the Cellestis Board announced that it had received a Revised Proposal in relation to the Scheme. Under the Revised Proposal, Scheme Shareholders will receive **Total Cash Payments of \$3.80 cash per Cellestis Share** if the Scheme proceeds, representing a 25 cents per Cellestis Share increase to the previously announced Total Cash Payments of \$3.55.

Cellestis has previously reserved the right to pay a fully franked Special Dividend subject to certain conditions being met, including the receipt of a favourable ATO tax ruling. Under the terms of the Revised Proposal, the ability of Cellestis to pay the Special Dividend is no longer conditional on the receipt of a favourable ATO tax ruling. It is proposed that Cellestis will declare a fully franked Special Dividend of up to 7 cents per Cellestis Share that will be payable if the Scheme is implemented.

Accordingly, if the Scheme proceeds, you will receive from QIAGEN Australia \$3.80 cash for each Cellestis Share you hold at 5.00pm on the Scheme Record Date less the cash amount of the Special Dividend, if it is declared to be paid by the Cellestis Board. For example, if a Special Dividend of 7 cents is declared, Cellestis Shareholders will receive \$3.73 cash per Cellestis Share from QIAGEN Australia under the Scheme and 7 cents per Cellestis Share from Cellestis as a Special Dividend, representing Total Cash Payments of \$3.80 per Cellestis Share.

The exact amount of the Special Dividend (if any) will only be finally determined at the time of its declaration, after analysis of the financial position of Cellestis at the time. If the Scheme is not implemented, the proposed Special Dividend will not be paid.

The Scheme is not conditional on the payment of the Special Dividend and the Cellestis Board may decide not to declare or determine to pay the Special Dividend.

The Scheme Consideration for the acquisition of the Cellestis Shares pursuant to the Scheme will be satisfied wholly with cash from QIAGEN's existing reserves. The increased Scheme Consideration under the Revised Proposed is not expected to result in any material changes to estimates provided by QIAGEN in the Scheme Booklet.

1.2 New date for Scheme Meeting

The meeting originally scheduled for 20 July 2011 will not occur as previously advised.

The Court has ordered that the Scheme Meeting be adjourned to be held at **1.30 pm on 3 August 2011** for the purposes of considering the Resolutions in respect of the Scheme. The venue for the Scheme Meeting remains at RACV Club, Level 17, 501 Bourke Street, Melbourne, Victoria.

Each person who is registered as a Cellestis Shareholder (other than an Excluded Shareholder) at 7.00pm on 1 August 2011 is entitled to vote at the Scheme Meeting either in person or by proxy or attorney or, in the case of a body corporate, by corporate representative.

Instructions on how to attend and vote at the Scheme Meeting in person, or by proxy, are set out in section 3 of this document.

Further, instructions on how to change your vote on the Resolutions if you have already appointed a proxy to attend and vote on your behalf at the Scheme Meeting are set out in section 3 of this document.

1.3 Amendments to key transaction documents

As described in the Scheme Booklet, a number of key transaction documents were entered into in connection with the Scheme, including the Scheme Implementation Deed, the Scheme of Arrangement and the Deed Poll. Further details about these transaction documents are set out in the Scheme Booklet.

If the Preliminary Resolution is passed, each of those transaction documents will be amended in order to reflect the terms of the Revised Proposal. Copies of the amending documents were attached to the Cellestis ASX announcement dated 11 July 2011 in relation to the Revised Proposal (which also included a copy of the amended Scheme). A copy of this announcement is available from ASX's website (www.asx.com.au) and on Cellestis' website (www.cellestis.com).

Cellestis will provide a copy of each those documents, free of charge, to any person on request prior to the Scheme Meeting (or they can be obtained from the websites described above).

1.4 Amendments to Option Deeds with founding Cellestis Shareholders

In addition to the transaction documents described in section 1.3 of this document, as described in the Scheme Booklet, the two founding Cellestis Shareholders and current executive Cellestis Directors, Dr Anthony Radford and Dr James Rothel, have each entered into separate Option Deeds with QIAGEN Australia. The Option Deeds enable QIAGEN to acquire, subject to QIAGEN obtaining FIRB approval, up to 19.9% of the issued shares in Cellestis in certain circumstances. Further details about these option arrangements are set out in section 8.4 of the Scheme Booklet.

On 11 July 2011, Dr. Radford and Dr. Rothel entered into separate Amending Deeds with QIAGEN Australia in relation to these options, which allow QIAGEN Australia to exercise its options over those Shares at the previously agreed exercise price of \$3.55 per Cellestis Share if the Scheme becomes Effective.

1.5 Deed Poll in respect of the Option Cancellation Deed

It is proposed that, if the Scheme proceeds, all of the outstanding Employee Share Options will be cancelled and that the holders of those options will be paid a cash price determined using the Black-Scholes Valuation Methodology. Further details about these arrangements are set out in section 8.2 of the Scheme Booklet.

As a result of the improved Total Cash Payments under the Revised Proposal, Cellestis and QIAGEN Australia have entered into a separate deed poll under which Cellestis has undertaken to pay to the holders of Cellestis Employee Share Options an increased amount as consideration for the cancellation of their options to reflect the change in the option valuations as a consequence of the increased Total Cash Payments offered to Cellestis Shareholders under the Scheme. Consistent with the terms of the Option Cancellation Deed, payment by Cellestis of the increased amount to option holders is conditional on the Scheme becoming Effective.

The additional amount (as well as the total consideration) to be paid by Cellestis for cancellation of the various tranches of the Employee Share Options if the Scheme becomes Effective is set out below:

Exercise Price	\$2.50	\$2.80	\$3.32
Number	2,100,000	200,000	120,000
Expiry	16 Apr 14	30 Apr 14	27 Nov 13
Cancellation Price per Employee Share Option	\$1.60	\$1.46	\$1.18
Additional Cancellation Price per Employee Share Option	\$0.20	\$0.20	\$0.18
Total consideration	\$3,780,000	\$332,000	\$163,200

2 Matters relevant to your vote on the Scheme

2.1 Cellestis Directors' Recommendation

Your Cellestis Directors have considered the Revised Proposal and continue to unanimously recommend that, in the absence of a superior proposal, you vote in favour of the Scheme. Your Directors intend to vote all Cellestis Shares they hold or control at the time of the Scheme Meeting in favour of the Scheme, in the absence of a superior proposal.

2.2 Independent Expert's Report

The Independent Expert has previously assessed the fair market value of a Cellestis Share to be in the range of between \$3.00 to \$3.52 and has previously concluded that the Scheme is fair and reasonable and in the best interests of Cellestis Shareholders.

As a result of the Revised Proposal, the Cellestis Board requested the Independent Expert to prepare an addendum to its Independent Expert's Report to determine whether it maintained its recommendation in light of the Revised Proposal. A copy of the addendum to the Independent Expert's Report is contained in Annexure 1 to this document.

The Independent Expert has maintained its previous recommendation that, the Scheme is fair and reasonable and is in the best interests of Cellestis Shareholders.

2.3 Reasons to vote in favour of the Scheme

The Cellestis Directors continue to unanimously recommend that, in the absence of a superior proposal, Cellestis Shareholders vote in favour of the Scheme.

In making this recommendation, the Cellestis Directors have taken into account each of the factors described in section 3.1 of the Scheme Booklet in light of the terms of the Revised Proposal. In summary:

- (a) the Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of Cellestis Shareholders (and has maintained that recommendation);
- (b) Total Cash Payments of \$3.80 per Cellestis Share is above the assessed fair market value determined by the Independent Expert;
- (c) there is timing and value certainty around the Total Cash Payments of \$3.80 cash per Cellestis Share you will receive if the Scheme proceeds;
- (d) no superior proposal has emerged to the date of this document;
- (e) if the Scheme is not approved, it is likely that the Cellestis Share price will fall; and
- (f) no brokerage fees will be payable by you on the transfer of your Cellestis Shares.

The Cellestis Directors have also taken into account that the increased Total Cash Payments of \$3.80 cash per Cellestis Share represents a premium of:

- (a) 33.1% to the 1 month volume weighted average price (**VWAP**) of Cellestis Shares to 1 April 2011, being the last trading day prior to the announcement of the Scheme on 4 April 2011, of \$2.85; and
- (b) 40.8% to the 3 month VWAP of Cellestis Shares to 1 April 2011 of \$2.70; and
- (c) 49.0% to the 6 month VWAP of Cellestis Shares to 1 April 2011 of \$2.55.

3 How to Vote

3.1 Scheme Meeting

The Scheme Meeting of Cellestis Shareholders (other than Excluded Shareholders) will now be held at 1.30 pm on 3 August 2011 at RACV Club, Level 17, 501 Bourke Street, Melbourne, Victoria. Notice of the Adjourned Scheme Meeting is set out in Annexure 2 of this document.

3.2 Your vote is important

Cellestis Shareholders (other than Excluded Shareholders) may vote by attending the Scheme Meeting in person or by proxy, attorney or, in the case of a corporation which is a Cellestis Shareholder, by corporate representative.

It is proposed that Cellestis Shareholders (other than Excluded Shareholders) will first be asked to consider and vote on an amendment to the Scheme (as originally proposed in the Scheme Booklet) to reflect the terms of the Revised Proposal, including the increase in Total Cash Payments from \$3.55 to \$3.80 per Cellestis Share (**Preliminary Resolution**). If the Preliminary Resolution is passed, Cellestis Shareholders (other than Excluded Shareholders) will then be asked to consider and vote to approve the Scheme as amended by the Preliminary Resolution (**Amended Scheme Resolution**).

The terms of the proposed Preliminary Resolution and Amended Scheme Resolution (collectively, the **Resolutions**) are set out in full in the Notice of Adjourned Scheme Meeting set out as Annexure 2 to this document.

You will be entitled to vote on the Resolutions at the Scheme Meeting if you are registered as a Cellestis Shareholder (other than an Excluded Shareholder) at 7.00pm on 1 August 2011.

Information setting out how you may vote is contained in the revised Notice of Adjourned Scheme Meeting accompanying this document. Specific details about voting by proxy at the Adjourned Scheme Meeting are also outlined in section 3.3 of this document below.

3.3 Requisite majorities

For the Scheme to be implemented, Cellestis Shareholders (other than Excluded Shareholders) must approve both the Preliminary Resolution and the Amended Scheme Resolution by:

- (a) unless the Court otherwise orders, a majority in number (more than 50%) of Cellestis Shareholders (other than Excluded Shareholders) present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative); and
- (b) at least 75% of the total number of votes cast on each Resolution at the Scheme Meeting by Cellestis Shareholders (other than Excluded Shareholders) entitled to vote on each Resolution.

If the Scheme is approved at the Scheme Meeting, the Court will be asked to approve the Scheme on the Second Court Date.

3.4 Voting by proxy

If you are not able to attend the Scheme Meeting, you may vote by proxy. If you wish to vote in favour of the Scheme, you should instruct your proxy to vote in favour of both Resolutions.

What happens if I have already submitted a proxy?

If you have already submitted a valid proxy form for the Scheme Meeting or have already registered a proxy over the internet and you do not want to change the way in which you have voted, your proxy will remain valid and you do not need to do anything. You will be treated to have directed your proxy to vote in a consistent manner on both Resolutions. For example, if you voted in favour of the Scheme Resolution set out in the notice of meeting which accompanied the Scheme Booklet (the ***Original Scheme Resolution***), you will be taken to have directed your proxy to vote in favour of both the Preliminary Resolution and the Amended Scheme Resolution.

If you have already submitted a valid proxy for the Scheme Meeting and you want to change the way in which you have voted, you may do that by completing and returning a new proxy form for the Scheme Meeting that accompanies this document to the Cellestis Share Registry or registering a new proxy over the internet in accordance with the instructions set out below. Any new valid proxy received by the Cellestis Share Registry revokes any previously submitted proxy.

In relation to the Preliminary Resolution and the Amended Scheme Resolution, the Chairman intends to vote proxies already submitted of which he is appointed as proxy for the Original Scheme Resolution as follows:

- (a) to vote in favour of the Preliminary Resolution and the Amended Scheme Resolution all directed proxies received in favour of the Original Scheme Resolution;
- (b) to vote against the Preliminary Resolution and the Amended Scheme Resolution all directed proxies received against the Original Scheme Resolution; and
- (c) to vote in favour of the Preliminary Resolution and the Amended Scheme Resolution all undirected proxies received in respect of the Original Scheme Resolution.

What happens if I have not yet submitted a proxy?

If you have not yet submitted a valid proxy you may vote by proxy by completing and returning the proxy form for the Scheme Meeting accompanying this document (or registering a proxy by internet) in accordance with the instructions set out below.

Any proxies submitted using the old proxy form will be treated as having directed the proxy to vote in a consistent manner on both Resolutions. For example, if you vote in favour of the Original Scheme Resolution, you will be taken to have directed your proxy to vote in favour of the both Preliminary Resolution and the Amended Scheme Resolution.

How should proxies be submitted?

Proxies should be provided to the Cellectis Share Registry in any of the following ways:

- **By post** in the enclosed reply paid envelope to:

Computershare Investor Services Pty Limited
GPO BOX 242
Melbourne Victoria 8060
- **By hand delivery** (during business hours, 8.30am-5.00pm) to:

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford Victoria 3067
- **By fax** to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +613 9473 2555 (outside Australia); or
- **By internet** by visiting www.investorvote.com.au and following the relevant instructions (to use this facility you will need your Cellectis Shareholder Reference ID and control number) or www.intermediaryonline.com (for custodian subscribers only).

Proxies must be received by the Cellectis Share Registry (whether in person or by mail, facsimile or internet) by no later than 1.30 pm on 1 August 2011.

The sending of a proxy form or registering of a proxy by internet will not preclude a Cellectis Shareholder (other than an Excluded Shareholder) from attending in person and voting at the Scheme Meeting at which the Cellectis Shareholder (other than an Excluded Shareholder) is entitled to attend and vote.

4 Additional Matters

4.1 Special Dividend – Financial Assistance under Section 260A

It is proposed that, if the Scheme is implemented, the Cellectis Board will declare a Special Dividend of up to 7 cents per Cellectis Share to be paid to Cellectis Shareholders on the Implementation Date. Cellectis Shareholders that are entitled to the Special Dividend are those that are on the Cellectis Share Register at 5pm on the Special Dividend Record Date. If QIAGEN Australia exercises its options at \$3.55 per Cellectis Share in respect of Cellectis Shares under the amended Options Deeds upon the Scheme becoming Effective (as described in section 1.4 of this document), QIAGEN Australia, as a Cellectis Shareholder as at the Special Dividend Record Date, will then become entitled to receive the Special Dividend in respect of the Cellectis Shares that it held as at that date.

Section 260A of the Corporations Act enables a company to financially assist a person to acquire shares in a company only if certain conditions are satisfied. Financial assistance of this kind is permitted if the giving of assistance does not materially prejudice the interests of the company, the interests of its shareholders or the company's ability to pay its creditors. The Corporations Act specifically contemplates that financial assistance (of the kind that is regulated under Section 260A) may take the form of paying a dividend and may be given before the acquisition of shares.

The Cellestis Board has determined that the proposed payment of the Special Dividend to QIAGEN Australia in the above circumstances is likely to constitute the provision of financial assistance to QIAGEN Australia under Section 260A of the Corporations Act, but that this provision of financial assistance would not materially prejudice the interests of Cellestis and Cellestis Shareholders. Furthermore, the Cellestis Board has determined that this provision of financial assistance will not materially prejudice Cellestis' ability to pay its creditors.

Annexure 1

Addendum to Independent Expert's Report

Deloitte.

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The Directors
Cellestis Limited
Level 1, Office Tower 2
1341 Dandenong Road
Chadstone Centre VIC 3148

14 July 2011

Dear Directors

Addendum to the Independent Expert's Report

On 4 April 2011, Cellestis Limited (Cellestis or the Company) announced that it had entered into a scheme implementation deed with QIAGEN N.V. (QIAGEN), under which a wholly owned subsidiary of QIAGEN would acquire all of the fully paid ordinary shares in Cellestis by way of a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) for cash consideration of Australian dollars (AUD) 3.55 per share (the Proposed Scheme).

On 11 July 2011, Cellestis announced that QIAGEN had increased its offer price under the Proposed Scheme to AUD 3.80 per share.

We refer to our independent expert's report (Independent Expert's Report) dated 10 June 2011 included in the scheme booklet containing the detailed terms of the Proposed Scheme. We concluded in the Independent Expert's Report that the Proposed Scheme was fair and reasonable to, and therefore in the best interests of, the shareholders of Cellestis (the Shareholders).

We have made enquiries of the Company and have been advised that there have been no significant changes to the Company or its outlook since the date of the Independent Expert's Report. Consequently, as the Proposed Scheme remains unchanged in all material aspects aside from the consideration, which is higher than that previously offered, in our opinion, the Proposed Scheme remains fair and reasonable to, and therefore in the best interests of, the Shareholders.

An individual Shareholder's decision in relation to the Proposed Scheme may be influenced by his or her particular circumstances. If in doubt the Shareholder should consult an independent adviser, who should have regard to their individual circumstances.

This opinion should be read in conjunction with the Independent Expert's Report which sets out our scope and findings.

Yours faithfully

DELOITTE CORPORATE FINANCE PTY LIMITED



Stephen Reid
Director



Tapan Parekh
Director

Member of Deloitte Touche Tohmatsu Limited

Annexure 2 Notice of Adjourned Scheme Meeting

Notice of Adjourned Scheme Meeting

Cellestis Limited ACN 094 962 133 (*Company*)

Notice is given that, by an order of the Supreme Court of Victoria pursuant to section 411(1) of the Corporations Act 2001, the meeting of shareholders of the Company (other than Excluded Shareholders) that was scheduled to be held on 20 July 2011 has been adjourned and will now be held at RACV Club, Level 17, 501 Bourke Street, Melbourne, Victoria on 3 August 2011 starting at 1.30pm Melbourne time.

Business of meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to an amendment to the scheme of arrangement to be made between the Company and the shareholders of the Company (other than Excluded Shareholders) in the manner described in the Supplementary Scheme Booklet accompanying this notice of meeting. If the amendment to the scheme of arrangement is approved, then to consider and, if thought fit, to agree to the amended scheme of arrangement. If the amendment to the scheme of arrangement is not approved, then to consider, and if thought fit, to agree to the scheme of arrangement described in the Scheme Booklet dated 14 June 2011.

Resolutions

1. Preliminary Resolution

'That the Scheme of Arrangement (the terms of which are described in the Scheme Booklet dated 14 June 2011), is amended by inserting the following definitions of "Agreed Dividend" and "Scheme Consideration":

Agreed Dividend	a fully franked cash dividend to be paid by Cellestis as a special dividend and which is not franked in excess of the available franking credits of Cellestis at the time of payment.
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Scheme Consideration	the cash consideration to be provided by, or on behalf of, QIAGEN SPV to Cellestis (on behalf of each Scheme Shareholder) for the transfer to QIAGEN SPV of each Scheme Share, being the amount of \$3.80 (as reduced by the cash amount of the Agreed Dividend for which the record date is on or before the Implementation Date) for each Scheme Share.'
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2. Amended Scheme Resolution

'That pursuant to and in accordance with section 411 of the Corporations Act, the Scheme of Arrangement (the terms of which are described in this Scheme Booklet of which the notice convening this meeting forms part, as amended by the Preliminary Resolution) is agreed to with or without any modification as approved by the Supreme Court of Victoria.'



Brian Manuel
Company Secretary

Dated 15 July 2011

Notes

Material accompanying this Notice of Adjourned Scheme Meeting

This Notice of Adjourned Scheme Meeting and the Resolutions should be read in conjunction with the Scheme Booklet dated 14 June 2011 and the Supplementary Scheme Booklet of which this notice forms part (collectively, the **Scheme Booklet**). Terms used in this Notice of Adjourned Scheme Meeting, unless otherwise defined, have the same meaning as set out in the Scheme Booklet.

A proxy form also accompanies this Notice of Adjourned Scheme Meeting.

Voting

The Cellestis Directors unanimously recommend that you vote in favour of the Resolutions. They each intend to vote all their Cellestis Shares held or controlled by them at the time of the Scheme Meeting in favour of the Resolutions.

Majorities required

For the Scheme to be implemented, Cellestis Shareholders (other than Excluded Shareholders) must also approve both the Preliminary Resolution and the Amended Scheme Resolution by:

- (a) unless the Court otherwise orders, a majority in number (more than 50%) of Cellestis Shareholders (other than Excluded Shareholders) present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative); and
- (b) at least 75% of the total number of votes cast on each Resolution at the Scheme Meeting by Cellestis Shareholders (other than Excluded Shareholders) entitled to vote on each Resolution.

The vote will be conducted by poll.

Court approval

In accordance with section 411(4)(b) of the Corporations Act, to become Effective, the Scheme (with or without modification) must be approved by the order of the Court. If the Resolutions set out in this Notice of Adjourned Scheme Meeting are agreed to by the required majorities set out above and the conditions precedent set out in the Scheme are satisfied or waived, the Company intends to apply to the Court for the necessary orders to give effect to the Scheme.

Determination of entitlement to attend and vote

For the purposes of the Scheme Meeting, Cellestis Shares will be taken to be held by the persons who are registered as members (as recorded in the Register) at 7.00pm on 1 August 2011 (other than Excluded Shareholders). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Scheme Meeting.

How to vote

If you are a Cellestis Shareholder (other than an Excluded Shareholder) entitled to attend and vote at the Scheme Meeting, you may vote:

- by attending the Scheme Meeting in person;
- by appointing an attorney to vote on your behalf;
- by appointing a proxy to vote on your behalf; or
- in the case of a corporation which is a Cellestis Shareholder, by appointing an authorised corporate representative to attend on its behalf.

Voting at the Scheme Meeting

All persons attending the Scheme Meeting are asked to arrive at least 30 minutes prior to the time the Scheme Meeting is to commence, so that their shareholding may be checked against the Register, their power of attorney or appointment as corporate representative can be verified (as the case may be), and their attendance noted.

Jointly held securities

If the Cellestis Shares are jointly held, only one of the joint shareholders is entitled to vote. If more than one shareholder votes in respect of jointly held Cellestis Shares, only the vote of the shareholder whose name appears first on the Register will be counted.

Voting in person

To vote in person at the Scheme Meeting, you must attend the Scheme Meeting to be held at RACV Club, Level 17, 501 Bourke Street, Melbourne, Victoria on 3 August 2011. The meeting will commence at 1.30pm.

A Cellestis Shareholder (other than an Excluded Shareholder) who is entitled to vote and wishes to attend and vote at the Scheme Meeting in person will be admitted to the Scheme Meeting and given a voting card on disclosure at the point of entry to the Scheme Meeting of their name and address.

Voting by proxy

A Cellestis Shareholder (other than an Excluded Shareholder) entitled to attend and vote at the meeting is also entitled to vote by proxy. A new proxy form is enclosed with this Supplementary Scheme Booklet. You may appoint not more than two proxies to attend and act for you at the Scheme Meeting. A proxy need not be a Cellestis Shareholder. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. If no such number or proportion is specified, each proxy may exercise half of your votes.

If you do not instruct your proxy on how to vote your proxy may vote as he or she sees fit at the Scheme Meeting.

A proxy will be admitted to the Scheme Meeting and given a voting card on disclosure at the point of entry to the Scheme Meeting of their name and address.

The sending of a proxy form or registering of a proxy by internet will not preclude a Cellestis Shareholder (other than an Excluded Shareholder) from attending in person and voting at the Scheme Meeting if the Cellestis Shareholder is entitled to attend and vote.

Please refer to the enclosed proxy form for instructions on completion and lodgement. In addition, you may log on to www.investorvote.com.au and follow the relevant instructions to appoint a proxy (to use this facility you will need your Cellestis Shareholder Reference ID) or www.intermediaryonline.com (for custodian subscribers only).

Please note that proxy forms must be received by the Cellestis Share Registry by no later than 1.30pm on 1 August 2011.

Voting by attorney

Powers of attorney must be received by the Cellestis Share Registry at the registered office of the Cellestis Share Registry, or registered over the internet at www.cellestis.com, by no later than 1.30pm (Melbourne time) on 1 August 2011 (or if the meeting is adjourned, at least 48 hours before the resumption of the meeting in relation to the resumed part of the Scheme Meeting).

An attorney will be admitted to the Scheme Meeting and given a voting card on providing at the point of entry of the Scheme Meeting written evidence of their appointment, their name and address and identity of their appointer.

Voting by corporate representative

To vote at the Scheme Meeting (other than by proxy or by attorney), a corporation that is a Cellestis Shareholder (other than an Excluded Shareholder) must appoint a person to act as its representative. The appointment must comply with section 250D of the Corporations Act.

An authorised corporate representative will be admitted to the Scheme Meeting and given a voting card on providing at the point of entry to the Scheme Meeting written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer.

Lodgement of proxies, powers of attorney and authorities

Completed proxy forms should be sent to the Cellestis Share Registry using the enclosed reply paid envelope, or as indicated on the proxy form, by no later than 1.30pm on 1 August 2011.

Powers of attorney and authorities, or certified copies of powers of attorney and authorities, should be provided to the Cellestis Share Registry before, or brought to, the Scheme Meeting.