

Notice  
to the Holders of the  
4.50% Bonds due 26 April 2017  
of Celesio Finance B.V.  
Guaranteed by Celesio AG  
(ISIN XS0503554627, WKN A1AWC7)

Celesio Finance B.V. hereby gives notice that a change of control (***Change of Control***) pursuant to the terms and conditions (***Terms and Conditions***) of its 4.50% bonds due 26 April 2017 (ISIN XS0503554627, WKN A1AWC7) (***Bonds***) has occurred.

On 12 February 2014 Dragonfly GmbH & Co. KGaA (***Dragonfly***) announced that it had held 77.19% of the shares in Celesio AG on 06 February 2014. Pursuant to § 7 (d) of the Terms and Conditions of the Bonds, a Change of Control has therefore occurred.

If, in addition to the Change of Control, a Rating Event as defined under the Terms and Conditions of the Bonds occurs during the 90 days following the Change of Control, Bond holders will have the right to redeem their Bonds early pursuant to the Terms and Conditions. If such a Rating Event occurs, Celesio Finance B.V. will issue a further notice within 21 days following the 90 day period triggered by the Change of Control.

Amsterdam, 12 February 2014

Celesio Finance B.V.