

Celesio AG

Stuttgart

ISIN: DE000CLS1001

WKN (German Securities Code): CLS 100

Dividend announcement

Convenience Translation. This translation is legally irrelevant and a working translation only. Legally binding and relevant, particularly in case of any discrepancies, is solely the German text.

The Annual General Meeting of Celesio AG on 16 May 2012 has resolved that an ordinary dividend of 0.25 euros per non-par share be paid out of the net retained profit of 85,952,000 euros reported for financial year 2011 on the share capital of 217,728,000 euros.

The dividend will be paid on 18 May 2012 by Clearstream Banking AG, Frankfurt am Main, via the custodian banks, subject to a deduction of 25 % capital gains tax and 5.5 % solidarity surcharge on the investment income tax (in total 26.375 %); no further action on the part of the shareholders is necessary.

For shareholders who are resident taxpayers in Germany, the capital gains tax (plus solidarity surcharge) withheld are imputed towards the income tax or corporate tax (plus solidarity surcharge) assessed, unless the deduction of capital gains tax discharges the tax liability arising from the investment income (so-called final withholding tax on investment income).

The capital gains tax plus solidarity surcharge are not deducted for those shareholders subject to unlimited tax liability who have submitted to their custodian bank a non-assessment note (Nichtveranlagungsbescheinigung) obtained from the competent tax office. The same shall apply in whole or in part for shareholders who have submitted an exemption order (Freistellungsauftrag) to their custodian banks, unless the exemption amount reported in such order is already credited towards other investment income.

For shareholders domiciled outside Germany, the capital gains tax including solidarity surcharge withheld may be reduced under double taxation agreements existing between the Federal Republic of Germany and the respective foreign state in which the shareholder resides. Applications for the reimbursement of the amount reduced may be sent to the Federal Central Tax Office.

Central paying agent is Commerzbank AG, Frankfurt am Main.

Stuttgart, May 2012
Celesio AG
The Management Board