

*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.*

**Information regarding proxy to third parties, proxy and instruction to the company-appointed proxies and voting by postal ballot**

Sir or Madame,

We would like to give you some organizational information regarding proxy and voting by postal ballot. A form enabling the issuing proxy to third parties, proxy and instruction to the company-appointed proxies and the voting by postal ballot will be sent to the shareholders who are registered in the company's share register together with the invitation to the annual general meeting. These options can also be found on the admission ticket, which is sent to the shareholders who register for the annual general meeting in time and in accordance with the requirements set out in the agenda upon request. Furthermore, you have the opportunity to use the password-secured online service of the annual general meeting at <http://www.celesio.com/hauptversammlung>. Complementary to the information in the invitation, to which is referred here, we would like to make the following remarks regarding proxy to third parties, proxy and instruction to the company-appointed proxies and the voting by postal ballot:

**Personal attendance at the annual general meeting or representation through a third party**

With the admission ticket you can attend in person or a third party granted proxy can attend and exercise voting rights. If you want to grant proxy to a third party hand the admission ticket including the completed proxy to the third party. You can also send the proxy or its verification to the below mentioned address:

**Celesio AG**  
**c/o Computershare Operations Center**  
**80249 München**  
**Fax: +49 89 30903-74675**  
**Email: [celesio-hv2014@computershare.de](mailto:celesio-hv2014@computershare.de)**

Please explicitly inform your proxy about these facts.

**Voting by postal ballot resp. proxy/instruction to the company-appointed proxies**

If you do not attend the annual general meeting and do not give proxy to a third party you can exercise your voting rights by voting by postal ballot or through proxy and instruction to the company-appointed proxies.

Please choose the preferred option in the form and give instructions to every topic of the agenda. In case of approval please check the yes-box and in case of rejection check the no-box. If you do not check a box it will be counted as abstention, if you do check both boxes the vote is invalid. If there will be individual votes regarding a combined proposed resolution your vote counts according to the individual proposed resolutions. Please complete the proxy/instruction to the company-appointed proxies resp. the voting by postal ballot; e.g. with a signature.

We kindly ask you to send postal ballots or proxies/instructions to the company-appointed proxies and potential changes or revocations until **14 July 2014, 12:00 am (noon)** the latest to:

**Celesio AG**  
**c/o Computershare Operations Center**  
**80249 München**  
**Fax: +49 89 30903-74675**  
**Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

On the day of the annual general meeting the entrance check-points are available for the issuing of proxies and instructions to the company-appointed proxies resp. their revocation or change from 9:00 am until shortly before the start of the vote.

If both postal ballots and proxy/instruction to the company-appointed proxies are received, the postal ballots will always prevail. If differing declarations are received through different channels and it is not identifiable which declaration has been made last, the following order will be considered: 1. by internet, 2. by email, 3. by telefax and 4. by hardcopy.

As a voter by postal ballots you cannot exercise rights exceeding the voting right; e.g. counter-motions or questions. Company-appointed proxies can only exercise your voting right in accordance with the instructions issued to them. They will not carry out other assignments. If you wish to exercise your rights exceeding the description you have to personally attend the annual general meeting or issue proxy to a third party.

Even after voting by postal ballot or issuing proxy/instruction to the company-appointed proxy you have the right to attend the annual general meeting in person. In case of personal attendance of you or your proxy votes by postal ballot or by company-appointed proxy will terminate. When leaving the annual general meeting before the start of the vote you can again issue proxy/instruction.

You can see counter-motions and nominations by shareholders that have to be published on the website <http://www.celesio.com/hauptversammlung>.

You can follow a counter-motion that exclusively aims at the rejection of a proposed resolution by voting against the proposal of the administration. Voting rights regarding exceeding motions (e.g. motions as regards contents or procedure) cannot be exercised.

#### **Voting by postal ballot and proxy by internet**

If you have internet access you can comfortably use the above mentioned option via the following website <http://www.celesio.com/hauptversammlung>.

Please note that, without prejudice to the chronological reception at the receiver, the declaration last transmitted by the online system prevails.

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