

**Celesio AG
Stuttgart**

ISIN: DE000CLS1001, WKN (German Securities Code): CLS100

ISIN: DE000CLS1043, WKN (German Securities Code): CLS104

Dividend announcement

Courtesy 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 15 July 2014 has resolved that an ordinary dividend of 0.30 euros per non-par share entitled to dividend be paid out of the net retained profit of 82,356,815.36 euros reported for financial year 2013 on the share capital of 217,728,000.00 euros.

The dividend will be presumably payable as of 16 July 2014 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 %) if applicable church tax on the investment income tax; no further action on the part of the shareholders is necessary.

For shareholders who are resident taxpayers in Germany these amounts generally have withholding tax effect. Under certain conditions there amounts can be imputed against the investment income tax in the tax declaration.

The capital gains tax plus solidarity surcharge and if applicable church tax 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.

The new non-par shares of Celesio (ISIN: DECLS1043, WKN (German Securities Code) CLS 104) that have been formed from the exercise of the conversion right from the convertible bonds issued by Celesio AG in the financial year 2014 are not entitled to dividend.

Stuttgart, July 2014
Celesio AG
The Management Board