

**Celesio AG
Stuttgart**

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

Dividend announcement

(at the same time announcement on behalf of McKesson Deutschland GmbH & Co. KGaA regarding the guaranteed dividend for the fiscal year 2014 and the compensatory payment for the short fiscal year from 1 January 2015 to 31 March 2015 of Celesio AG)

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.

Between Celesio AG as controlled entity and McKesson Deutschland GmbH & Co. KGaA as controlling entity exists a domination and profit transfer agreement since 2 December 2014 (“DPTA”). According to the DPTA a profit transfer will first be realized for the short fiscal year from 1 January 2015 to 31 March 2015. Pursuant to Section 4 Para. 1 and Para. 3 of the DPTA McKesson Deutschland GmbH & Co. KGaA warrants a guaranteed dividend of EUR 0,83 per share to the minority shareholders for the fiscal year 2014. For the following fiscal years a compensatory payment in the same amount per share and per full fiscal year will be granted as long as the DPTA is in force.

The net retained profit of Celesio AG for the fiscal year 2014 of EUR 709,297,135.00 has been fully paid into other revenue reserves as resolved in the Annual General Meeting of 11 August 2015 (agenda item 3). McKesson Deutschland GmbH & Co. KGaA has declared its willingness to Celesio AG to fully grant the guaranteed dividend for the fiscal year 2014 in the amount of EUR 0.83 and to pay it to the minority shareholders.

Accordingly, a guaranteed dividend of each EUR 0.83 per share will be paid to the shareholders of Celesio AG for the fiscal year 2014 and a proportional compensatory payment of each EUR 0.21 per share for the short fiscal year from 1 January 2015 to 31 March 2015.

The payments for both fiscal years will presumably be settled as of 12 August 2015 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 %) and, 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 these amounts can be imputed against the income tax liabilities 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.

Stuttgart, August 2015

Celesio AG

The Management Board