

Ad Hoc Announcement (§15 WpHG)

Discussion of the conclusion of a Domination and Profit and Loss Transfer Agreement and provisional determination of the compensation, guaranteed dividend and/or annual recurring compensation payment

Stuttgart, 14 May 2014. The Management Board of Celesio AG today discussed the conclusion of a Domination and Profit and Loss Transfer Agreement between Celesio AG as the controlled company and Dragonfly GmbH & Co. KGaA, Frankfurt am Main (a 100% indirect subsidiary of McKesson Corporation, San Francisco, USA) as the controlling company. The subject matter of the discussions was, inter alia, the company valuation of Celesio AG conducted by KPMG AG Wirtschaftsprüfungsgesellschaft (KPMG) as independent evaluator on behalf of Celesio AG and Dragonfly GmbH & Co. KGaA. On the basis of its deliberation and the valuation of KPMG, the Management Board of Celesio AG reached an agreement with the management of Dragonfly GmbH & Co. KGaA to, in all likelihood, determine the compensation pursuant to section 305 German Stock Corporation Act (*AktG, Stock Corporation Act*) in the envisaged Domination and Profit and Loss Transfer Agreement for the benefit of the outside shareholders at an amount of EUR 22.99 per Celesio share. The compensation corresponds to the volume-weighted average stock exchange price of the Celesio share in the relevant three-months period ending on (and including) 22 January 2014 as determined by the Germany Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin*). On 23 January 2014, Dragonfly GmbH & Co. KGaA had published its intention to enter into a domination and profit and loss transfer agreement with Celesio AG. This stock exchange price which is relevant for the compensation exceeds the value of EUR 22.42 per Celesio share as determined by KPMG in the valuation of Celesio AG pursuant to the valuation standard IDW S1. The Management Board of Celesio AG and the management of Dragonfly GmbH & Co. KG have further agreed to provide for a fixed guaranteed dividend and an annual recurring compensation payment pursuant to section 304 Stock Corporation Act in an anticipated amount of gross EUR 0.83 (in this specific case this corresponds to EUR 0.83 also on a net basis) per Celesio share for each complete fiscal year. The court-appointed contract auditor Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, has confirmed the amounts of the compensation and the guaranteed dividend and annual recurring compensation payment to each be adequate (*angemessen*) according to the current status of the audit. The final audit report of the court-appointed contract auditor remains outstanding. After the delivery of the audit report by Ebner Stolz GmbH & Co. KG, the Management Board and Supervisory Board of Celesio AG shall resolve upon the conclusion of the Domination and Profit and Loss Transfer Agreement, presumably on 22 May 2014. Thereafter, the Agreement shall be concluded. In order to become effective, the Domination and Profit and Loss Transfer Agreement requires the approval of the general shareholders' meeting of Celesio AG, which shall be sought in the Annual General Meeting scheduled for

15 July 2014, the approval of the general shareholders' meeting of Dragonfly GmbH & Co. KGaA and the registration in the commercial register of Celesio AG.

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About Celesio Group

Celesio is a leading international wholesale and retail company and provider of logistics and services to the pharmaceutical and healthcare sectors. The proactive and preventive approach ensures that patients receive the products and support that they require for optimum care. With some 39,000 employees, Celesio operates in 14 countries around the world. Every day, the group serves over 2 million customers – at 2,200 pharmacies of its own and 4,200 participants in brand partnership schemes. With approximately 130 wholesale branches, Celesio supplies 65,000 pharmacies and hospitals every day with up to 130,000 pharmaceutical products. The services benefit a patient pool of about 15 million per day.