

Invitation

to the Annual General
Meeting of
McKesson Europe AG

AGM2021

Invitation

Dear Shareholder,

we invite you to the Annual General Meeting of McKesson Europe AG to be held on 4 February 2022, 1 p.m. (CET), exclusively virtually, i.e. without the physical presence of shareholders or their proxies, and announce the agenda and proposed resolutions below.

Under the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (COVID-19 Act), which came into force on 28 March 2020, amended by the Act Concerning the Further Shortening of the Residual Debt Exemption Procedure and on the Adaption of Pandemic-Related Provisions in the Law of Companies, Cooperative Societies, Association and Foundations as well as in Tenancy and Lease Law, which came into force on 22 December 2020, and further amended by the Act on the Establishment of a Special Fund "Reconstruction Aid 2021" and on the Temporary Suspension of the Responsibility to File for Insolvency due to Heavy Rainfall and Floods in July 2021 as well as the Amendment of Other Laws, which came into force on 15 September 2021 (Reconstruction Aid Act 2021), General Meetings also in 2022 may be held in the form of a virtual General Meeting without physical presence of shareholders or their proxies (virtual General Meeting) and the Annual General Meeting may in deviation from section 175 para. 1 sentence 2 AktG be held within the fiscal year. In view of the continuing COVID-19 pandemic, the rules of conduct adopted by the state of Baden-Württemberg in this respect and the objective of avoiding health risks for shareholders, internal and external employees and members of the Boards of McKesson Europe AG, the Management Board, with the approval of the Supervisory Board, has decided to make use of the option of holding a virtual General Meeting and, in deviation from section 175 para. 1 sentence 2 AktG, to hold it within the Company's fiscal year.

The Annual General Meeting will be webcast live for our shareholders via the password-protected shareholder portal (the "Shareholder Portal") at

www.mckesson.eu/annual-general-meeting

The voting rights of shareholders or their proxies are exercised exclusively by postal vote or by proxy and instructions to the proxies named by McKesson Europe AG.

The place of the virtual Annual General Meeting is the headquarters of McKesson Europe AG, Stockholmer Platz 1, 70173 Stuttgart.

Please note that you will not be able to follow the virtual Annual General Meeting on site.

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1. Presentation of the adopted annual financial statements of McKesson Europe AG and the approved consolidated financial statements as at 31 March 2021, the combined management report for McKesson Europe AG and the group, and the report of the Supervisory Board for the fiscal year 2021

This agenda item will not be subject to any resolution, as the Supervisory Board has approved the audited annual financial statements and consolidated financial statements and the annual financial statements are thus adopted.

2. Resolution to ratify the actions of the members of the Management Board for the fiscal year 2021

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board holding office in the fiscal year 2021 be ratified for this period.

3. Resolution to ratify the actions of the members of the Supervisory Board for the fiscal year 2021

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in the fiscal year 2021 be ratified for this period.

4. Election of the auditor and the group auditor for the fiscal year 2022 as well as the auditor to review potential interim financial reports for the fiscal years 2022 and 2023

a) The Supervisory Board proposes the election of Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditor and group auditor for the fiscal year 2022 as well as auditor to review potential additional interim financial information or reports for the fiscal year 2022.

b) The Supervisory Board proposes the election of Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditor to review potential additional interim financial information or reports for the fiscal year 2023 commencing on 1 April 2022 until the next General Meeting.

5. Resolution on the authorisation to acquire and use treasury shares in accordance with section 71 para. 1 no. 8 AktG and to exclude subscription rights and rights of tender

The authorisation to buy back treasury shares in accordance with section 71 para. 1 no. 8 AktG resolved by the General Meeting of the Company on 10 August 2016 has expired on 9 August 2021 and is therefore no longer available. In order to maintain the possibility for the Company to acquire and use treasury shares in the future, a new authorization for the acquisition and use of treasury shares shall be adopted:

The Management Board and the Supervisory Board therefore propose adopting the following resolution:

a) The Management Board will be authorised until 3 February 2027 to acquire treasury shares of up to 10% of the share capital at the time this authorization takes effect or – if the following value is lower – at the time this authorization is exercised. The acquired shares together with any treasury shares which are acquired for other reasons which are held by or attributable to the Company pursuant to sections 71a et seqq. AktG may at no time exceed 10% of the Company's share capital.

b) The authorization may be exercised in full or in part, on one or several occasions, by the Company, but also by entities which are controlled or majority-owned by the Company or third parties acting for the account of either such entities or the Company.

c) The Management Board may elect to purchase the shares (1) via the stock exchange or (2) by way of a public tender offer addressed to all shareholders or by way of a public invitation to submit sales offers addressed to all shareholders of the Company.

(1) If the shares are purchased on the stock exchange, the consideration paid for the acquisition of the shares (excluding incidental acquisition costs) may not, by more than 10%, exceed or be lower than the price of the McKesson Europe AG share determined by the volume-weighted average price during the last seven trading days preceding the date

of purchase at the German stock exchange with the highest trading volume of Company shares during the reference period.

- (2) If the shares are purchased by way of a public tender offer addressed to all shareholders or by way of a public invitation to submit sales offers addressed to all shareholders, the purchase or sale price offered or the marginal values of the offered purchase or sale price range per share (in each case excluding incidental acquisition costs) may not, by more than 10%, exceed or be lower than the volume-weighted average price during the last seven trading days preceding the date of the resolution of the management board of the Company about the public tender offer or the public invitation to submit sales offers at the German stock exchange with the highest trading volume of Company shares during the reference period. If this value cannot be determined, the reference value is determined on the basis of a Company valuation performed according to accepted evaluation standards. Should the relevant stock exchange price used as reference value deviate significantly from the purchase or sale price offered or from the marginal values of the purchase or sale price range offered following the announcement of the public tender offer of the Company or the public invitation to submit sales offers, the offer or the invitation to submit offers for sale may be adjusted. In such a case, the relevant amount shall be determined by reference to the relevant price on the last dealing day prior to the resolution of the management board of the Company about the adjustment; the 10% limit for exceeding or being lower in price shall apply to such amount. The volume of the offer or the invitation to submit offers can be limited. If the overall acceptance of the offer or the shareholders' offers submitted as part of an invitation to submit offers exceeds this volume, the acquisition or the acceptance, as applicable, must be made under partial exclusion of any shareholder rights of tender in proportion to the shares offered in each case. A preferred acquisition or a preferred acceptance, as applicable, of smaller quantities of up to 100 shares of the Company offered for acquisition per shareholder of the Company may be provided for, subject to partial exclusion of any right of shareholders to tender their shares. Rounding according to the general rules of rounding (*Rundung nach kaufmännischen Gesichtspunkten*) in order to prevent arithmetical fractions of shares may also be provided for. The Company's Management Board will determine the further details of the offer or any public invitation to submit sale offers directed at the shareholders.
- d) The Management Board will be authorised to dispose of treasury shares acquired on the basis of this authorisation, any earlier authorisation or otherwise via the stock exchange or via an offer directed at all shareholders. In the case of an offer directed at all shareholders, subscription rights for any fractional amounts will be excluded. The Management Board will be further authorised to use treasury shares acquired on the basis of this authorisation, an earlier authorisation or otherwise for any purpose permissible by law and, in particular, for the following purposes:
 - (1) They may also be disposed of, with the shareholders' subscription rights being excluded in this respect, in a manner other than via the stock exchange or by means of an offer to shareholders if the shares are sold in return for cash payment at a price that is not significantly lower than the stock exchange price (the reference value determined in accordance with the methodology described in lit. c) (1) of this authorisation shall be decisive in this respect) of the Company's shares. This authorisation is, however, subject to the condition that the total amount of shares disposed of under exclusion of the subscription right pursuant to section 71 para. 1 no. 8 sentence 5 in conjunction with section 186 para. 3 sentence 4 AktG does not exceed 10% of the relevant share capital of the Company. For the calculation of the 10% threshold, the share capital existing at the time this authorisation takes effect or – if the following value is lower – at the time this authorisation is exercised is decisive. Insofar as, during the term of such authorisation until its being used, other authorisations

are used which were granted for the issue or disposal of shares of the Company or the issue of rights under which the subscription of shares of the Company is possible or which make such subscription obligatory and, in the course thereof, the subscription right is excluded pursuant to section 186 para. 3 sentence 4 AktG, this will be taken into account concerning the 10% threshold as referred to above.

- (2) They may be disposed of for contribution in kind, in particular as consideration within the context of mergers or to acquire entities, participations in entities or parts of entities or to acquire other assets. The subscription right of shareholders is excluded in this respect.
 - (3) They may be offered for acquisition free of charge or against payment, and transferred, to persons who are or were in an employment relationship with the Company or any of its affiliates as well as to board members of the Company's affiliates. The subscription right of the shareholders is excluded in this respect. However, an offer or a transfer is only permitted in an amount of up to 5% of the share capital at the time of the present authorisation coming into effect or – if such value is lower – at the time of exercise of the present authorisation. Any shares issued to or disposed of to the same group of people under any other authorisation under exclusion of the subscription right of the shareholders during the term of this authorisation will be taken into account concerning this threshold. Section 71 para. 1 no. 2 AktG remains unaffected.
 - (4) They may be used to secure and fulfil conversion rights as well as option rights or obligations granted or assumed by the Company or by entities which are controlled or majority-owned by the Company when issuing bonds. The subscription right of shareholders is excluded in this respect.
- e) The treasury shares acquired on the basis of this authorisation, any earlier authorisation or otherwise may be cancelled without a further resolution by the General Meeting being required either for the cancellation or the implementation of such cancellation. The cancellation may be limited to a certain portion of the treasury shares. The cancellation results in a capital reduction. However, the cancellation may also be effected without a capital reduction by adjusting the proportion of the share capital attributable to the remaining shares in accordance with section 8 para. 3 AktG. In such cases, the Supervisory Board will be authorised to amend the number of shares specified in the Articles of Association accordingly.
- f) The Supervisory Board will be authorised to transfer the treasury shares acquired on the basis of this or any earlier authorisation to the members of the Management Board of the Company in fulfilment of the compensation agreements as amended from time to time. The subscription right of the shareholders will be excluded in this respect.

The authorisations under lit. d) to f) may be exercised on one or several occasions, in part or in full, individually or collectively, and the authorisations pursuant to lit. d) (1), (2), (3) and (4) may also be exercised by entities which are controlled or majority-owned by the Company or by third parties acting for the account of either such entities or the Company.

Regarding agenda item 5: Report of the Management Board pursuant to section 71 para. 1 no. 8 sentence 5 in conjunction with section 186 para. 4 sentence 2 AktG

The unused authorization to acquire treasury shares pursuant to section 71 para. 1 no. 8 AktG, passed by the General Meeting of the Company on 10 August 2016, expired on 9 August 2021 and is no longer available. The authorization had not been used by the time the Annual General meeting was convened. In order to maintain the possibility for the Company to acquire and use treasury shares in the future, a new authorization to acquire and use treasury shares shall be resolved.

Acquisition of treasury shares

In addition to acquisition via the stock exchange, the new authorisation to be resolved upon is intended to grant the Company the option of acquiring treasury shares via a public purchase offer (tender process) or a public invitation to submit

sale offers. This option will allow each shareholder of the Company wishing to sell to decide how many shares to sell and, in the case of a price range being determined, at what price these are to be offered. If the quantity offered at the determined price exceeds the number of shares requested by the Company, the sale offers are to be scaled down (pro rata acceptance). In this context, preferred acceptance of smaller offers or small parts of offers up to a maximum of 100 shares shall be possible. This option will help prevent fractional amounts when determining the quotas for acquisition, as well as small residual amounts, thus simplifying the technical settlement. This will also make it possible to avoid any actual disadvantage to minority shareholders. Apart from that, the scaling down will be carried out in proportion to shares tendered (tender ratios) rather than in proportion to shareholding quotas because this is the way the acquisition procedure can be settled technically in an economically reasonable manner. Finally, it shall be possible to provide for rounding according to the general rules of rounding to avoid arithmetical fractions of shares. In this respect, the acquisition ratio and the number of shares to be purchased from individual tendering shareholders can be rounded as necessary in order to make the acquisition of whole shares possible with respect to the technical settlement. The Management Board considers an exclusion of a more extensive shareholder right of tender on this basis to be objectively justified and appropriate with regard to the shareholders.

Use of treasury shares

By being able to resell treasury shares, these can be used to raise new equity. As options for resale, the authorisation provides for a sale via the stock exchange – which ensures equal treatment of shareholders even according to the statutory definition – or an offer to all shareholders.

In the event of a disposal of treasury shares by way of an offer directed at the shareholders, the Management Board shall be authorised to exclude shareholders' subscription rights for fractional amounts. This is necessary in order to be able to technically carry out the resale of treasury shares acquired, by way of an offer directed at the shareholders. The treasury shares that are excluded from the subscription right of the shareholders as free fractional shares will be liquidated either via their sale on the stock exchange or otherwise at the most favourable terms possible for the Company.

The final sale price for the treasury shares will be determined shortly prior to the disposal. If the authorisation is exercised, the Management Board will determine any discount from the relevant stock exchange price as low as possible in accordance with the market conditions prevailing at the time of the final determination of the issue price. This option of excluding subscription rights is limited to a maximum of ten per cent of the share capital existing at the time this authorisation takes effect or – if such value is lower – at the time this authorisation is exercised. As a whole, this ensures that the interests of the shareholders are reasonably protected, in line with the legal assessment as made in section 71 para. 1 no. 8 sentence 5 AktG in conjunction with section 186 para. 3 sentence 4 AktG, in the case of authorised capital being made use of with the shareholders' subscription rights being excluded while the Company is provided with additional room for manoeuvre in the interest of all shareholders. As the new shares will be placed close to the stock exchange price, each shareholder will be able to acquire shares at nearly identical terms in the market in order to maintain his shareholding quota. Insofar as, during the term of such authorisation until its being used, other authorisations are used which were granted for the issue or disposal of shares or the issue of rights under which the subscription of shares is possible or which make such subscription obligatory and, in the course thereof, the subscription right is excluded pursuant to section 186 para. 3 sentence 4 AktG, this will moreover be taken into account concerning the 10% threshold as referred to above. As a whole, this ensures that the interests of the shareholders are reasonably protected, in line with the legal assessment as made in section 186 para. 3 sentence 4 AktG, in the case of the authorisation being exercised with the shareholders' subscription rights being excluded while the Company is provided with additional room for manoeuvre in the interest of all shareholders. The placement of the new shares being made close to the stock exchange price, each shareholder may acquire shares at nearly identical terms in the market in order to maintain his shareholding quota.

Furthermore, the authorisation provides for the Company's treasury shares also being available for use as consideration in the context of mergers or to acquire

entities, participations in entities or parts of entities as well as other assets under exclusion of the subscription right of the shareholders. This is to enable the Company to react swiftly, successfully and in a way that preserves liquidity to advantageous offers or other opportunities arising for mergers, to acquire entities, participations in entities, parts of entities or other assets on both national and international markets. Negotiations quite often result in the necessity to provide consideration in the form of shares rather than cash. The authorisation takes this into account. The Management Board will take into consideration the stock exchange price of the McKesson Europe AG share when determining the value ratio although no systematic connection is planned in order to ensure that any negotiation results that are in the Company's interest are not jeopardised by price fluctuations.

The Supervisory Board and the Management board also propose that the treasury shares acquired also be used to grant shares to employees and retired employees of the Company and its affiliates within the meaning of sections 15 et seqq. AktG at favourable conditions. The use of existing treasury shares instead of creating new shares by utilising authorised capital is usually less complex and also less expensive for the Company because, inter alia, the use of treasury shares does not have to be entered into the commercial register, as opposed to the utilisation of authorised capital. Using treasury shares also avoids the dilution effect that would otherwise occur. Issuing shares to the mentioned employees and retired employees promotes a practised sustainable share culture, supporting long-term loyalty to the Company and the identification of these groups of persons with the Company. In determining the purchase price to be paid, a customary and adequate discount based on the Company's success may be granted.

Furthermore, the acquired treasury shares are to be used for board members of affiliates, such as members of the management board or the board of directors of affiliates within the meaning of sections 15 et seqq. AktG. In this context, too, the use of treasury shares is usually less complex and less expensive than the issue of new shares, for example from authorised capital. In addition, the use of treasury shares also prevents the dilution effect that would otherwise occur.

It is possible that the Company will create programmes in the future under which it will be possible to grant shares as a component of compensation. The treasury shares acquired under the proposed authorisation could also be used for granting shares under such future programmes.

In particular, the use of treasury shares for the issue or offer to the aforementioned group of persons and the associated exclusion of the subscription right is limited to shares in the amount of 5% of the share capital in the interest of shareholders who are not entitled to subscription in this respect.

In addition, the Company shall be enabled to use the shares, under exclusion of the shareholders' subscription rights, also for the purpose of securing (e.g. by pledge, transfer of title as security) and fulfilling option rights as well as conversion rights and obligations of holders or creditors of bonds with warrants and/or convertible bonds issued by the Company or by subordinated group companies of the Company. It may be expedient to use treasury shares in whole or in part instead of new shares from a capital increase to secure and fulfil the option rights as well as the conversion rights and obligations. By transferring treasury shares instead of using the conditional capital, in particular a dilution effect that would otherwise occur can be counteracted. The exclusion of subscription rights thus also serves the interest of the existing shareholders.

The company shall also be able to retire treasury shares without an additional resolution of the General Meeting (section 71 para. 1 no. 8 sentence 6 AktG). The proposed authorisation provides that the Management Board may retire the shares without a capital reduction. This reduction of share capital may take place for any purpose permissible by law. The retirement without capital reduction increases the pro rata amount of the remaining no-par value shares in the share capital of the Company. The Management Board shall be authorised in this case to amend the Articles of Association with regard to the changing number of no-par value shares.

Finally, the Supervisory Board will be authorised to transfer the treasury shares acquired by the Company to members of the Company's Management Board in fulfilment of compensation agreements as amended from time to time. Treasury shares could thus be used to satisfy claims that may be granted to members of

the Management Board in the future under Management Board compensation provisions. Currently, the compensation scheme for the Management Board does not contain any component providing for the granting of shares in the Company. However, the Supervisory Board shall be given the power to provide for such a compensation component in the future. In the event of a possible future granting of shares to members of the Management Board as part of the Management Board compensation, an exclusion of the shareholders' subscription rights is required. The details are determined by the employment agreements or compensation agreements that the Supervisory Board, on behalf of the Company, enters into with the individual members of the Management Board. In accordance with its statutory obligation under section 87 AktG, the Supervisory Board in particular ensures that the total compensation (including the components granted in shares) is in appropriate proportion to the duties and performance of the Management Board member and the situation of the Company and does not exceed the usual compensation without particular reasons.

The Management Board will in each case inform the subsequent General Meeting about the exercise of the authorisation. Currently, the Management Board does not have any plans to exercise the authorisation to acquire and use treasury shares.

The report of the Management Board is available for inspection on the internet on the Company's website at:

www.mckesson.eu/annual-general-meeting

Further information on the convocation

On the basis of the COVID-19 Act, the Management Board of McKesson Europe AG has decided, with the consent of the Supervisory Board, that the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, with shareholders being given the opportunity to cast their votes i.a. by means of electronic communication. Shareholders or their proxies are not entitled to attend the Annual General Meeting physically.

The Annual General Meeting will be held on 4 February 2022, 1 p.m. (CET) and it will be webcast in sound and vision for our shareholders or their proxies via the password-protected shareholder portal (the „Shareholder Portal“) at

www.mckesson.eu/annual-general-meeting

The shareholders or their proxies have the option of exercising their voting rights by electronic or written communication, by postal vote or issue powers of attorney and instructions to the proxies named by McKesson Europe AG. Shareholders are also given the opportunity to ask questions via electronic means of communication, in accordance with the following explanations and instructions. Shareholders who have exercised their voting rights may object to a resolution of the Annual General Meeting by means of electronic communication. The webcast of the Annual General Meeting in sound and vision does not permit electronic participation as defined by section 118 para. 1 sentence 2 AktG.

We kindly ask you to pay special attention to the following information.

Participation in the virtual Annual General Meeting

Only those shareholders who are recorded in the share register as shareholders of McKesson Europe AG and who have registered in time for the virtual Annual General Meeting are entitled to **participate in the virtual Annual General Meeting** by following the webcast in sound and vision of the entire Annual General Meeting (the „participation“) and to **exercise the voting right and other exercisable shareholder rights** - in person or by proxy. Decisive for participation in the virtual Annual General Meeting and the exercise of voting rights is the number of shares recorded in the share register on **28 January 2022, 24:00 hours (CET)**. Applications for registrations in the share register, which are received by McKesson Europe AG in the time after 28 January 2022, 24:00 hours (CET), will only be carried out with effect after the Annual General Meeting in accordance with section 7 para. 2 sentence 4 of the Articles of Association of McKesson Europe AG (“Share Register Registration Stop”). The status of the share register on the day of the Annual General Meeting therefore corresponds to the status after the last day of registration on 28 January 2022, 24:00 hours (CET). Shareholders may dispose of their shares despite the Share Register Registration Stop. However, purchasers of shares whose applications for registration in the share register are received by the Company after 28 January 2022, may only exercise their right to follow the entire Annual General Meeting in sound and vision and to exercise voting rights arising from these shares if they are authorized to exercise their rights by the shareholder still recorded in the share register.

Registration to attend the virtual Annual General Meeting can be submitted either by post, e-mail or electronically via the password-protected Shareholder Portal.

Registration by post or e-mail must be received by McKesson Europe AG at the following address no later than the end of **28 January 2022, 24:00 hours (CET)** at

McKesson Europe AG
c/o Computershare Operations Center
80249 Munich
e-mail: anmeldestelle@computershare.de

The electronic registration by using the Shareholder Portal at

www.mckesson.eu/annual-general-meeting

must also be received by McKesson Europe AG by the end of 28 January 2022, 24:00 hours (CET). To register electronically via the password-protected Shareholder Portal, you will need personal access data consisting of your shareholder number and your corresponding individual access password. The personal access data can be found in the AGM documents sent to you. The Shareholder Portal is expected to be available from Wednesday, 12 January 2022.

Further information on the registration procedure can be found on the registration form enclosed with the invitation.

Options for exercising voting rights

Shareholders who are recorded in the share register of McKesson Europe AG and who have registered to attend the Annual General Meeting pursuant to the conditions set forth above may also appoint a proxy, such as an intermediary, a shareholders' association or any other person of their choice, to exercise their voting right at the Annual General Meeting. Shareholders may also authorize the proxies named by McKesson Europe AG to exercise their voting rights. In all these cases, timely registration in accordance with the above provisions is required.

Exercise of voting rights by proxies

The appointment of a proxy, its revocation and the proof of authorization to McKesson Europe AG must be in text form (section 126b German Civil Code - BGB). This can be sent to the address given below or via the Shareholder Portal. For intermediaries, shareholders' associations, voting rights advisors or other persons, institutions or companies of equal standing pursuant to section 135 para. 8 and 10 AktG in conjunction with section 125 para. 5 AktG may be subject to special provisions; in this case, shareholders are requested to consult with the person to be authorized in good time regarding any form of proxy that may be required by him/her.

A proxy form will be sent to shareholders together with the registration documents. A form for granting proxy can also be requested from McKesson Europe AG or is ready for download on the McKesson Europe AG website at

www.mckesson.eu/annual-general-meeting

Shareholders who wish to grant proxy are requested to use the form provided by McKesson Europe AG for this purpose.

To issue a proxy, declarations can be made either to a person designated as a proxy or to McKesson Europe AG.

You can declare the granting of a proxy to McKesson Europe AG, the revocation of the same or a change to a proxy already granted, or proof of authorization of a proxy via the shareholder portal both before and on the day of the virtual Annual General Meeting (4 February 2022) until the start of voting. The start of voting is set by the chairman of the meeting at a time after the Management Board has finished answering questions and it is announced in the webcast.

Alternatively, McKesson Europe AG offers the following address for the submission of proxies or its revocation or a change to a proxy already granted or proof of authorization of a proxy, whereby the respective declaration must be received by McKesson Europe AG by 3 February 2022, 24:00 hours (CET) (the use of one of the transmission channels listed below is sufficient):

McKesson Europe AG
c/o Computershare Operations Center
80249 Munich
e-mail: anmeldestelle@computershare.de

For organizational reasons, declarations of granting proxy, revocations, amendments or proofs received later via the above transmission channels cannot be taken into account. If the proxy is issued by declaration to McKesson Europe AG, separate proof of the granting of the proxy is not required.

Please note that proxies cannot physically attend the virtual Annual General Meeting either. They can only exercise the voting rights for the shareholders by way of a postal vote or by instructing and authorizing the proxies named by McKesson Europe AG.

Voting by postal vote

Shareholders or their proxies may cast their votes in writing or by means of electronic communication by postal vote. For this purpose, care must be taken to ensure timely registration in accordance with the provisions described above.

Votes cast by means of electronic communication by postal vote may only be cast via the password-protected Shareholder Portal at

www.mckesson.eu/annual-general-meeting

Via the shareholder portal, voting rights can also be exercised by electronic postal vote on the day of the Annual General Meeting (4 February 2022) until the start of voting. The start of voting is set by the chairman of the meeting at a time after the Management Board has finished answering questions and it is announced in the webcast. The same applies to any revocation or amendment of postal votes already cast.

For votes cast in writing by postal vote, the form sent together with the registration documents can be used. A form for postal voting can also be requested from McKesson Europe AG or is available on the website of McKesson Europe AG at

www.mckesson.eu/annual-general-meeting

Votes cast in writing by postal vote and any revocation or amendment of votes already cast by postal vote must be received by McKesson Europe AG - unless the Shareholder Portal is used - until **3 February 2022, 24:00 hours (CET)** by post at

McKesson Europe AG
c/o Computershare Operations Center
80249 Munich

Votes by postal vote (in writing or by means of electronic communication) may only be cast in respect of such motions and election proposals for which there are proposals by the Management Board and/or the Supervisory Board pursuant to section 124 para. 3 AktG or by shareholders pursuant to sections 122 para. 2, 126, 127 AktG announced with this convocation notice or later.

Exercise of voting rights by the proxies named by McKesson Europe AG who are bound by instructions

We offer our shareholders the opportunity to have their voting rights exercised in accordance with their instructions by employees of McKesson Europe AG as proxies named by McKesson Europe AG in the virtual Annual General Meeting. In this case, too, care must be taken to ensure timely registration in accordance with the provisions described above. The authorization to the proxies named by McKesson Europe AG must contain instructions for exercising voting rights. The proxies are obliged to vote in accordance with the instructions. In the absence of clear instructions, the proxies will abstain from voting for the relevant voting item. Proxies and instructions to the proxies named by McKesson Europe AG must also be sent to McKesson Europe AG in text form (section 126b German Civil Code - BGB); the Shareholder Portal can be used for this purpose or the proxy form sent together with the registration documents. The proxy form can also be requested from McKesson Europe AG or is available on the McKesson Europe AG website at

www.mckesson.eu/annual-general-meeting

The fully completed proxy form with instructions for the proxies appointed by McKesson Europe AG, as well as any amendments or revocations of the same must be received by McKesson Europe AG - unless the Shareholder Portal is used - by **3 February 2022, 24:00 hours (CET)**, by post or by e-mail at

McKesson Europe AG
c/o Computershare Operations Center
80249 Munich
e-mail: anmeldestelle@computershare.de

When using the Shareholder Portal, the authorization with instructions to the proxies named by McKesson Europe AG can also be transmitted on the day of the Annual General Meeting (4 February 2022) until the start of voting. The start of voting is set by the chairman of the meeting at a time after the Management Board has finished answering questions and it is announced in the webcast. The same applies to any revocation or amendment of a proxy already issued to the proxies named by McKesson Europe AG.

Please note that the proxies named by McKesson Europe AG cannot accept procedural motions, requests to speak nor ask questions, neither in the run-up to the virtual General Meeting nor during the same. The issuing of instructions to the proxies named by McKesson Europe AG is only possible for resolution proposals (including any adjusted resolution proposals) of the Management Board and Supervisory Board. The proxies named by McKesson Europe AG do not accept instructions to file objections against resolutions of the Annual General Meetings of shareholders.

Shareholders' right to ask questions pursuant to section 131 para. 1 AktG and to submit motions under the scope of section 1 para. 2 sentence 1 No. 3, sentence 2 COVID-19 Act

Pursuant to section 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 Act, shareholders who have registered for the virtual Annual General Meeting are granted a right to ask questions by way of electronic communication. The Management Board will decide how to answer questions at its own discretion. In particular, the Management Board may summarize questions. Questions can only be asked by registered shareholders. Questions in foreign languages will not be considered. Questions will be answered during the virtual Annual General Meeting. However, the Management Board reserves the right to answer questions in advance by means of an FAQ on the McKesson Europe AG website.

The Management Board with approval of the Supervisory Board has decided that questions must be submitted at the latest one day before the day of the meeting, i.e. at the latest **on 2 February 2022, 24:00 hours (CET)** (time of receipt), exclusively by means of electronic communication via the Shareholder Portal. No questions may be asked during the virtual Annual General Meeting itself.

A countermotion or election proposal to be made accessible pursuant to sections 126, 127 AktG shall be considered to have been made at the Annual General Meeting if the shareholder submitting the motion or proposal is duly authorized and has registered for the Annual General Meeting.

Objection to a resolution of the Annual General Meeting

An objection to the resolutions of the Annual General Meeting can be declared by shareholders or their proxies who have exercised their voting rights, in deviation from section 245 No. 1 AktG, in accordance with section 1 para. 2 No. 4 COVID-19 Act, from the beginning to the end of the virtual Annual General Meeting on 4 February 2022 by way of electronic communication via the Shareholder Portal.

Website, documents to be made available

This invitation to the Annual General Meeting and the documents to be made available to the meeting are available on the McKesson Europe AG website at www.mckesson.eu/annual-general-meeting from the time the Annual General Meeting is convened.

Stuttgart, December 2021

McKesson Europe AG

The Management Board

Information on data protection

With this notice we inform you as a shareholder about the processing of your personal data by McKesson Europe AG, Stockholmer Platz 1, 70173 Stuttgart (hereinafter also referred to as „We“ or „McKesson Europe“) and the rights you are entitled to under data protection law.

1. Who is responsible for data processing?

Responsible for the processing of your personal data is:

McKesson Europe AG
Stockholm Square 1
70173 Stuttgart
Phone: + 49 711 5001-00
e-mail: service@mckesson.eu

You can contact the responsible data protection officer of McKesson Europe AG by post or by e-mail at the following address if you have any questions about this data protection information:

McKesson Europe AG
Data Protection Officer
Stockholm Square 1
70173 Stuttgart
Phone: +49 711 5001-00
e-mail: privacy@mckesson.eu

2. For what purposes and on what legal basis will your data be processed?

McKesson Europe AG processes your personal data in compliance with the EU General Data Protection Regulation (DSGVO), the Federal Data Protection Act (BDSG), the German Stock Corporation Act (AktG) and all other relevant legal provisions. This is only done for the purposes provided for in the AktG. This includes maintaining the share register, communicating with shareholders and handling General Meetings. In detail:

Shares of McKesson Europe AG are registered no-par-value shares. In the case of such registered shares, section 67 AktG stipulates that they must be recorded in the company's share register, stating the name, date of birth and a postal address as well as an electronic address of the shareholder and the number of shares. The shareholder is generally obliged to provide the company with this information. If you do not consent to the provision of this information, you cannot be entered in the share register and, in principle, you cannot exercise your rights as a shareholder.

The intermediaries (e.g. credit institutions) involved in the purchase, custody or sale of your McKesson Europe shares regularly forward these and other information relevant to the keeping of the share register (e.g. nationality, gender and submitting bank) to the share register. This is done via Clearstream Banking AG, Frankfurt, which as the central depository is responsible for the technical settlement of securities transactions and the safekeeping of the shares for intermediaries (e.g. credit institutions).

In connection with the Annual General Meeting, McKesson Europe AG processes your personal data for the purpose of handling the registration and participation (also by following the webcast in sound and vision of the entire Annual General Meeting) of the shareholders in the Annual General Meeting (e.g. checking the right to participate) and to enable the shareholders to exercise their rights within the framework of the Annual General Meeting (including the granting, revocation and proof of proxies and instructions). Without the provision of the relevant data, it is not possible to exercise voting rights and other rights related to the General Meeting (in particular to follow the webcast of the entire Annual General Meeting). If rights are exercised at the virtual Annual General Meeting by a proxy, we process the shareholder's personal data specified in the proxy authorization as well as the first and last name and place of residence or address of the proxy. In the case of the granting of proxy and instructions to the proxies named by McKesson Europe, the instructions issued are also processed and the proxy is recorded by the us for a period of three years for verification.

If voting rights are exercised by proxies named by us in accordance with section 129 AktG, a list of participants is kept at the Annual General Meeting with the following personal data: First name, surname and place of residence of the represented shareholder and his proxy, number of shares, class of shares, number of voting rights and type of ownership.

If a shareholder requests that an addition to the agenda be added, McKesson Europe AG will publish the additional items, stating the name of the shareholder, if the requirements under the provisions of the AktG are met. McKesson Europe AG will also make countermotions and election proposals from shareholders available on the website of McKesson Europe AG if the requirements under the provisions of the AktG are met, stating the name of the shareholder (sections 122 para. 2, 126 para. 1, 127 AktG).

If you submit questions electronically prior to the Annual General Meeting in accordance with section 1 para. 2 COVID-19 Act in conjunction with the requirements set out in the notice convening the virtual Annual General Meeting or object to resolutions of the Annual General Meeting electronically during the Annual General Meeting, we process your name, date of birth, address and shareholder number as well as your access data in order to be able to process your question or objection.

In addition to the processing within the scope of keeping the share register and holding the Annual General Meeting, your personal data may also be processed to fulfil other legal obligations, such as regulatory requirements and storage obligations under the AktG, the German Commercial Code and under tax law.

The legal basis for the data processing operations described above is in each case section 67e AktG in conjunction with Article 6 para. 1 lit. c) DSGVO.

In individual cases McKesson Europe AG also processes your data to protect the legitimate interests of McKesson Europe AG or a third party in accordance with Art. 6 Paragraph 1 lit. f DSGVO. This is the case, for example, if, in the case of capital increases, individual shareholders have to be excluded from information on subscription offers on the grounds of their nationality or place of residence in order not to violate the legal provisions of the countries concerned. In addition, we use your personal data to compile internal statistics (e.g. to present shareholder development, number of transactions or overviews of the largest shareholders).

3. To which categories of recipients will your data be passed on?

In the following, we inform you about the categories of recipients to whom we pass on your personal data:

External service providers: For the administration and technical maintenance of the share register and for the organisation of the virtual Annual General Meeting (including the production of the image and sound recordings and streaming of the webcast), we use external service providers who process your personal data in accordance with our instructions and in compliance with Art. 28 DSGVO.

Shareholders/third parties: Within the scope of the legally prescribed right to inspect the list of participants in the Annual General Meeting, shareholders may, upon request, inspect any data relating to them that may have been recorded in the list of participants up to two years after the annual shareholders' meeting. The list of participants is also made available to participants present at the Annual General Meeting. Your personal data will also be published in accordance with legal requirements in connection with requests for additions to the agenda, countermotions or election proposals that require disclosure.

Further recipients: Within the framework of legal regulations, we may be obliged to transmit your personal data to further recipients, such as authorities and courts (e.g. when notifying authorities to fulfil legal notification obligations).

4. How long will your personal data be stored?

In principle, your personal data will be deleted or anonymised as soon as they are no longer required for the above-mentioned purposes. As soon as we obtain knowledge of the sale of your shares, we will only store your personal

data for a maximum of twelve (12) months, subject to other legal provisions. Corresponding obligations to provide evidence and/or to retain data arise from the German Commercial Code, the German Fiscal Code or the Money Laundering Act, among others. In addition, we only store personal data if this is necessary in connection with legal proceedings in which McKesson Europe AG is involved or in order to fulfil our obligations. Data collected in connection with the Annual General Meeting will generally be stored for three (3) years.

5. Does automated decision making take place in individual cases (including profiling)?

We do not use purely automated decision-making procedures in accordance with Article 22 DSGVO or profiling.

6 What are your rights?

If we process personal data about you, you are entitled to the following rights:

- the right of access to the data McKesson Europe AG has stored about you (Art. 15 GDPR)
- the right of rectification of incorrect data stored about you (Art. 16 GDPR)
- the right to erasure of your data, in particular where it is no longer necessary for the purposes for which it was originally collected (Art. 17 GDPR)
- the right to restriction of processing (blocking), in particular if the processing of your data is unlawful or the accuracy of your data is disputed by you (Art. 18 GDPR)
- **the right to object to the processing of your data insofar as the processing is carried out solely for the purpose of safeguarding the legitimate interests of the Company (Art. 21 GDPR)**
- Right of complaint: For complaints regarding the processing of your personal data, our data protection officer is available to you at the contact details provided. Irrespective of this, you have the right to lodge a complaint with the competent data protection authority.

Hotline for shareholders

phone +49 89 30903-6331

service times:

Mon - Fri from 9 - 17

McKesson Europe AG

Stockholm Square 1

70173 Stuttgart

Germany

www.mckesson.eu