

McKesson Launches Takeover Offer for Remaining Celesio Shares

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Terms:**Dateline City:**

SAN FRANCISCO & FRANKFURT, Germany

- *Offer price of €23.50 per Celesio share in cash.*
- *Shareholders of Celesio can tender their shares from today until April 2, 2014.*

SAN FRANCISCO & FRANKFURT, Germany--([BUSINESS WIRE](#) ^[1])--McKesson Corporation (NYSE:MCK), a leading North American healthcare services and information technology company, announced today that McKesson has launched a voluntary public takeover offer ("Takeover Offer") for the remaining outstanding shares of Celesio AG ("Celesio") through its indirect wholly-owned subsidiary Dragonfly GmbH & Co. KGaA. There are no closing conditions in relation to the Takeover Offer. McKesson currently exceeds 75% ownership of Celesio shares on a fully diluted basis.

The publication of the offer document for the Takeover Offer has been approved by the Bundesanstalt für Finanzdienstleistungsaufsicht and is now available on www.GlobalHealthcareLeader.com ^[2] in German and in an English translation. Celesio shareholders can now accept the Takeover Offer and tender their shares in Celesio at the offer price of €23.50 per share. The initial acceptance period will end on April 2, 2014 at 24:00 (CET) / 18:00 (EST) and will be followed by an additional two-week acceptance period following the publication of the results of Takeover Offer.

About McKesson Corporation

McKesson Corporation, currently ranked 14th on the FORTUNE 500, is a healthcare services and information technology company dedicated to making the business of healthcare run better. McKesson partners with payers, hospitals, physician offices, pharmacies, pharmaceutical companies and others across the spectrum of care to build healthier organizations that deliver better care to patients in every setting. McKesson helps its customers improve their financial, operational, and clinical performance with solutions that include pharmaceutical and medical-surgical supply management, healthcare information technology, and business and clinical services. For more information, visit www.mckesson.com ^[3].

Disclaimer

This press release is for information purposes only and does not constitute an invitation to make an offer to sell any shares in Celesio AG ("**Celesio Shares**"), a company organized under the laws of Germany ("**Celesio**"). This press release does not constitute an offer to purchase Celesio Shares and is not for the purposes of making any representations or entering into any other binding legal commitments.

An offer to purchase Celesio Shares ("**Takeover Offer**") is solely made by the offer document published by Dragonfly GmbH & Co. KG ("**Dragonfly**"), a wholly-owned subsidiary of McKesson Corporation ("**McKesson**"), on February 28, 2014 and is exclusively subject to the offer document's terms and conditions. The terms and conditions contained in the offer document may differ from the general information described in this press release.

Investors and shareholders of Celesio are strongly advised to read the relevant documents regarding the Takeover Offer because they contain important information. Investors and shareholders of Celesio can obtain these documents at the website <http://www.GlobalHealthcareLeader.com> ^[4]. The offer document is also available free of charge at Deutsche Bank Aktiengesellschaft, TSS/Global Equity Services, Post-IPO Services, Taunusanlage 12, 60325 Frankfurt am Main, Germany, fax: +49 (0)69 910-38794, e-mail: dct.tender-offers@db.com ^[5] and will be mailed to investors and shareholders of Celesio free of charge upon request.

Shareholders of Celesio are strongly recommended to seek independent advice, where appropriate, in order to reach an informed decision in respect of the content of the offer document and with regard to the Takeover Offer.

The Takeover Offer is issued exclusively under the laws of the Federal Republic of Germany ("**Germany**"), especially under the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, ("**WpÜG**") and the Regulation on the Content of the Offer Document, Consideration for Takeover Offers and Mandatory Offers and the Release from the Obligation to Publish and Issue an Offer ("**WpÜG Offer Regulation**"), and certain applicable provisions of the securities law of the United States of America ("**United States**"). The Takeover Offer will not be executed according to the provisions of jurisdictions (including the jurisdictions of Australia and Japan) other than those of Germany and certain applicable provisions of securities law of the United States. Thus, no other announcements, registrations, admissions or approvals of the Takeover Offer outside Germany have not been and will not be filed, arranged for or granted. The shareholders of Celesio cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than such provisions of Germany. Any contract that will be concluded on the basis of the Takeover Offer will be exclusively governed by the laws of Germany and will have to be interpreted in accordance with such laws.

Neither Dragonfly nor any persons acting in concert with Dragonfly within the meaning of Section 2 para 5 of the WpÜG have authorized the publication, sending, distribution, or dissemination of this press release or any other document associated with the Takeover Offer by third parties outside Germany, the United States and Canada. Neither Dragonfly nor persons acting in concert with Dragonfly within the meaning of Section 2 para. 5 of the WpÜG are in any way responsible for the compliance of the publication, sending, distribution, or dissemination of this press release or any other document associated with the Takeover Offer by a third party outside of Germany, the United States and Canada to any jurisdiction with legal provisions other than those of Germany, the United States and Canada.

The publication, sending, distribution or dissemination of this press release in certain jurisdictions other than Germany, the United States and Canada may be governed by laws of jurisdictions other than Germany, the United States and Canada in which the publication, sending, distribution or dissemination are subject to legal restrictions. Persons who are not resident in Germany, the United States and Canada or who are for other reasons subject to the laws of other jurisdictions should inform themselves of, and observe, those.

This press release is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

Forward-looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”), as amended, that are subject to risks and uncertainties and other factors. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. These statements do not represent facts and may be characterized by words such as “expect”, “believe”, “estimate”, “intend”, “aim”, “assume” or similar expressions. Such statements express the intentions, opinions, or current expectations of McKesson, the persons acting in concert with McKesson pursuant to Section 2 para. 5 of the WpÜG and Celesio with respect to possible future events, e.g., regarding possible consequences of the Takeover Offer for McKesson or Celesio, for those shareholders of Celesio who choose not to accept the Takeover Offer or for future financial results of McKesson or Celesio. Such forward-looking statements are based on current plans, estimates and forecasts which McKesson, the persons acting in concert with McKesson pursuant to Section 2 para. 5 of the WpÜG and Celesio have made to the best of their knowledge, but which do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and generally cannot be influenced by McKesson, the persons acting in concert with McKesson within the meaning of Section 2 para. 5 of the WpÜG or Celesio. The forward-looking statements contained in this press release could turn out to be incorrect and/or future events and developments could considerably deviate from the forward-looking statements contained in this press release. No assurances can be given that the forward-looking statements in the offer document in relation to the Takeover Offer or any other document associated with the Takeover Offer will be realized. Subject to compliance with applicable law and regulations, neither McKesson nor Dragonfly intend to update these forward-looking statements or to undertake any obligation to do so.

If you are a resident of the United States, please read the following:

The Takeover Offer will be made for the securities of a non-U.S. company and will be subject to the disclosure and procedural laws, standards and practices of jurisdictions other than the U.S., although it is intended to be made in the United States in reliance on, and compliance with, Section 14(e) of the Exchange Act and Regulation 14E thereunder, as exempted thereunder by Rule 14d-1(c).

In accordance with the Takeover Offer, McKesson, Dragonfly, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, Celesio Shares and convertible bonds issued by Celesio Finance B.V. outside the Takeover Offer also during the period in which the Takeover Offer remains open for acceptance. If such purchases or arrangements to purchase are made they will be made outside the United States and will comply with applicable law, including the Exchange Act.

Language:

English

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Ticker Slug:

Ticker: MCK

Exchange: NYSE

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Links:

[1] <http://www.businesswire.com>

[2] <http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.GlobalHealthcareLeader.com&esheet=50814285&newsitemid=20140228005425&lan=en-US&anchor=www.GlobalHealthcareLeader.com&index=1&md5=defab8b5741ae31b05771862287c1227>

[3] <http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.mckesson.com&esheet=50814285&newsitemid=20140228005425&lan=en-US&anchor=www.mckesson.com&index=2&md5=72026e19f2a451d6386d4d4aee36b3bf>

[4] <http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.GlobalHealthcareLeader.com&esheet=50814285&newsitemid=20140228005425&lan=en-US&anchor=http%3A%2F%2Fwww.GlobalHealthcareLeader.com&index=3&md5=6c2b9cc38a104a511e5e492b7e33b409>

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