

McKesson Launches Public Takeover Offer for Celesio

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Terms:**Dateline City:**

SAN FRANCISCO & FRANKFURT, Germany

- *Shareholders of Celesio AG ("Celesio") can tender their shares from today until January 9, 2014.*
- *Offer price of €23 per Celesio share in cash.*
- *The offer price represents a premium of 39 percent to the volume weighted average share price of Celesio during the three-month period ended October 7, 2013, which was the last undisturbed trading day before news articles were published suggesting a transaction between McKesson Corporation ("McKesson") and Celesio.*
- *Parallel tender offers for Celesio's convertible bonds due 2014 and convertible bonds due 2018 were simultaneously launched by McKesson.*

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 the voluntary public takeover offer for the outstanding shares of Celesio ("Takeover Offer") and tender offers for the outstanding convertible bonds of Celesio ("Tender Offers") through its indirect wholly-owned subsidiary Dragonfly GmbH & Co. KGaA, in connection with the announcement on October 24, 2013 of McKesson's agreement to acquire Celesio.

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 per share. The acceptance period will end on January 9, 2014 at 24:00 (CET) / 18:00 (EST).

In parallel to the Takeover Offer, McKesson launched the Tender Offers for Celesio's outstanding convertible bonds at a price corresponding to the value of the underlying shares implied by a €23 per share offer price, which equals €53,117.78 per bond for Celesio's convertible bond due 2014 (principal amount of €50,000) and €120,798.32 per bond for Celesio's convertible bond due 2018 (principal amount of €100,000). The acceptance period for the Tender Offers will also end on January 9, 2014 at 24:00 (CET) / 18:00 (EST). The offer document for the Tender Offers is also available on www.GlobalHealthcareLeader.com [3] in German and in an English translation.

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 [4].

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.

The Takeover Offer and the Tender Offers will be subject to the full terms and conditions to be set out in the respective offer document.

Disclaimer

This press release is for information purposes only and does not constitute an invitation to make an offer to sell Celesio shares. This announcement does not constitute an offer to purchase Celesio shares and is not for the purposes of McKesson making any representations or entering into any other binding legal commitments.

The offers to purchase Celesio shares ("**Takeover Offer**") and convertible bonds ("**Tender Offers**" and together with the Takeover Offer, the "**Offers**") are solely made by the respective offer document published by Dragonfly GmbH & Co. KGaA ("**Dragonfly**"), an indirect wholly-owned subsidiary of McKesson Corporation ("**McKesson**"), on December 5, 2013 and is exclusively subject to such offer document's terms and conditions. The terms and conditions contained in such offer document may differ from the general information described in this press release.

Investors and holders of the shares or convertible bonds of Celesio are strongly advised to read the relevant documents regarding the Takeover Offer and the Tender Offers because they contain important information. Investors and holders of the shares or convertible bonds of Celesio can obtain these documents at the website <http://www.GlobalHealthcareLeader.com> [5].

The Tender Offers are not subject to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, ("**WpÜG**")) and have not been reviewed by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* ("**BaFin**")).

Holders of the shares or convertible bonds of Celesio are strongly recommended to seek independent advice in order to reach an informed

decision in respect of the content of the offer documents and with regard to the Takeover Offer or the Tender Offers.

The Offers are issued exclusively under the laws of the Federal Republic of Germany (“**Germany**”), the Takeover Offer especially under the 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, and certain applicable provisions of the securities laws of the United States of America (“**United States**”). The Offers will not be executed according to the provisions of jurisdictions (including the jurisdictions of Australia and Japan) other than those of the Germany and certain applicable provisions of securities laws of the United States. Thus, no other announcements, registrations, admissions or approvals of the Offers outside Germany have been or will be filed, arranged for or granted. The holders of the shares of or convertible bonds 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 Offers will be exclusively governed by the laws of Germany and will to be interpreted in accordance with such laws.

Neither McKesson nor any persons acting in concert with McKesson 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 Offers by third parties outside Germany, the United States and Canada. Neither McKesson nor persons acting in concert with McKesson 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 Offers 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.

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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.

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

The Offers are being 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 the Offers are made 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 Offers, McKesson, Dragonfly, certain affiliated companies and their respective nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, Celesio shares or convertible bonds outside the Offers during the period in which the Offers remain 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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Links:

- [1] <http://www.businesswire.com>
[2] <http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.globalhealthcareleader.com&esheet=50763116&newsitemid=20131204006689&lan=en-US&anchor=www.GlobalHealthcareLeader.com&index=1&md5=69a4cd34d10d8f4ebbb79b973bfe1cd>
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