

EXHIBIT B-2

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

IN RE MCKESSON CORPORATION
DERIVATIVE LITIGATION

Case No. 4:17-cv-1850-CW

The Honorable Claudia Wilken

**SUMMARY NOTICE OF PENDENCY AND PROPOSED SETTLEMENT
OF STOCKHOLDER DERIVATIVE ACTIONS**

TO: ALL PERSONS OR ENTITIES WHO OR WHICH HELD SHARES OF MCKESSON CORPORATION (“MCKESSON” OR THE “COMPANY”) COMMON STOCK AS OF THE CLOSE OF TRADING ON FEBRUARY 10, 2020.

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.
YOUR RIGHTS WILL BE AFFECTED BY THE ACTION.**

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23.1 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Northern District of California, Oakland Division (the “California Court”), of the pendency of the stockholder derivative action styled as *In re McKesson Corp. Derivative Litigation*, Case No. 4:17-cv-01850-CW, pending in the California Court, and the stockholder derivative action styled as *In re McKesson Corp. Stockholder Derivative Litigation*, Consol. C.A. No. 2017-0736-SG (the “Delaware Action” and, together with the California Action, the “Actions”), pending in the Court of Chancery of the State of Delaware.

YOU ARE ALSO NOTIFIED that the Parties have reached a proposed settlement of the Actions (the “Settlement”), subject to the approval of the California Court, as provided in the Stipulation and Agreement of Compromise, Settlement, and Release, dated as of December 11, 2019 (the “Stipulation”). Under the terms of the proposed Settlement, (i) Defendants will cause their insurers to pay

\$175,000,000 in cash into an escrow account, which together with any interest earned on the cash payment and less any deductions for attorneys' fees and expenses for Plaintiffs' Counsel and any applicable taxes and tax expenses, will be paid to the Company; and (ii) McKesson and its Board of Directors will adopt and implement certain corporate governance changes.

A more detailed description of the Settlement terms, as well as a description of the history of the Actions and an explanation of stockholders' legal rights with respect to the Settlement, is provided in the full printed Notice of Pendency and Proposed Settlement of Stockholder Derivative Actions (the "Notice"). The Company has caused the Notice to be distributed to all then-current McKesson stockholders as of the close of trading on February 10, 2020. The Notice and the Stipulation are also publicly available on the "Investor Relations" section of McKesson's website, investor.mckesson.com, and on Plaintiffs' Lead Counsel's websites: www.hbsslaw.com and www.gardylaw.com.

The California Court will consider the Settlement and all matters related to the Settlement at the Settlement Fairness Hearing. The Settlement Fairness Hearing will be held on April 21, 2020, at 2:30 p.m., before the Honorable Claudia Wilken at the United States District Court for the Northern District of California, Oakland Courthouse, 1301 Clay Street, Oakland, CA 94612. **The date and time of the Settlement Hearing may change without further written notice to McKesson stockholders.** You should monitor the Court's docket and Plaintiffs' Lead Counsel's websites, www.hbsslaw.com and www.gardylaw.com, before making plans to attend the Settlement Fairness Hearing. You may also confirm the date and time of the Settlement Fairness Hearing by contacting Plaintiffs' Lead Counsel as indicated below.

At the Settlement Fairness Hearing, the California Court will, among other things: (i) determine whether the California Plaintiffs and Plaintiffs' Lead Counsel have adequately represented the interests of McKesson and its stockholders; (ii) determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to McKesson and its stockholders, and should be approved by the California Court; (iii) determine whether the Judgment, substantially in the form attached as Exhibit C to the Stipulation, should be entered dismissing the California Action with prejudice; (iv) determine whether the application by Plaintiffs' Lead Counsel for an award of attorneys' fees and litigation expenses should be approved; and (v) consider any other matters that may properly be brought before the California Court in connection with the Settlement. Stockholders do not need to attend the Settlement Fairness Hearing.

If you owned McKesson stock as of the close of trading on February 10, 2020, you may object to the proposed Settlement and/or Plaintiffs' Lead Counsel's application for attorneys' fees and expenses in writing, and you also have the right to appear at the Settlement Fairness Hearing. A more detailed description of how to object is set forth in the Notice. Any objections to the proposed Settlement or Plaintiffs' Lead Counsel's fee and expense application must be mailed to or filed with the Court such that they are *filed or postmarked no later than March 31, 2020*, in accordance with the instructions in the Notice.

Please Note: Because the Actions were brought as derivative actions, which means that the Actions were brought by Plaintiffs on behalf of, and for the benefit of, McKesson, the cash recovery from the Settlement will go to the Company. Individual McKesson stockholders will not receive any direct payment from the Settlement. Also, please note that there is no proof of claim form for stockholders to submit in connection with this Settlement, and stockholders are not required to take any action in response to this notice.

PLEASE DO NOT TELEPHONE THE COURT OR THE OFFICE OF THE CLERK OF THE COURT TO INQUIRE ABOUT THIS SETTLEMENT.

All questions regarding this notice and the Settlement should be made to Plaintiffs' Lead Counsel:

Reed R. Kathrein
Hagens Berman Sobol, Shapiro LLP
715 Hearst Avenue, Suite 202
Berkeley, CA 94710
510-725-3040
MCK@hbsslaw.com

Meagan Farmer
Gardy & Notis, LLP
Tower 56
126 East 56th Street, 8th Floor
New York, NY 10022
212-905-0509
MCK@gardylaw.com

Dated: _____, 2020

By Order of the Court
United States District Court
Northern District of California,
Oakland Division