

TRANSOILGROUP

Transoilgroup Inc.

Schönbüelpark 10, CH-9016 St. Gallen

Invitation to our 5th Annual General Meeting of Shareholders

to be held on December 15, 2016, at 14.00 h (2 pm) at
Hotel Bad Horn, Seestrasse 36, 9326 Horn
Registrations as from 13.00 h (1 pm)

Agenda and proposals of the Board of Directors

1. Approval of the accounts for 2015; presentation of the report of the auditors

Proposal of the Board of Directors: Approval of the annual accounts 2015.

2. Use of balance sheet result

Result 2015	CHF	- 1,069,995
Profit carried forward	CHF	3,167,519
At the disposal of the shareholders' meeting	CHF	2,097,524

*Proposal of the Board of Directors:
Amount to be carried forward to the
following business year*

CHF 2,097,524

3. Discharge of the Board of Directors and the Management

Proposal of the Board of Directors: Discharge.

4. Elections

4.1 Board of Directors

Proposal of the Board of Directors: Re-election of Messrs. Shefqet Dizdari, Peter Krempin and Peter Luggen as a member of the Board of Directors for another business year until the next ordinary Annual General Meeting.

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Proposal of the Board of Directors: Election of Mr. Hans-Peter Vogt as a member of the Board of Directors for the business year until the next ordinary Annual General Meeting.

Proposal of the Board of Directors: Election of Dr. Frank Gregor Wettstein as a member of the Board of Directors for the business year until the next ordinary Annual General Meeting.

4.2 Auditors

Proposal of the Board of Directors: Re-election of Ernst & Young AG, Zürich.

5. Amendment of Articles of Incorporation: Authorized capital relating to the termination of the securities lending

Proposal of the Board of Directors: Creation of an authorized share capital of up to CHF 200,000 through the issuance of up to 20,000,000 fully paid bearer shares with a nominal value of CHF 0.01 each.

The Board shall be authorized to execute this capital increase until December 15, 2018. The authorized share capital shall be used to return the shares borrowed under the respective securities lending agreements.

In connection with the creation of authorized share capital a new article 3a shall be added to the Articles of Incorporation as follows (unofficial translation of the German original text):

“Article 3a: Authorized capital

The board of directors is authorized, at any time until December 15, 2018, to increase the share capital by up to CHF 200,000 through the issuance of up to 20,000,000 fully paid bearer shares with a nominal value of CHF 0.01 each.

The board of directors is authorized to exclude the pre-emptive rights of existing shareholders and to convey them to shareholders who have lent shares to the company in order to fulfill the obligations to return shares according to the existing securities lending agreements. In such a case the company may subscribe for the shares (conversion of freely disposable equity/capital contribution reserve into share capital) and allocate them to the beneficiaries.

Increases by underwriting and/or partial increases are permissible. The issue price, the type of contribution as well as the date for entitlement to dividends shall be determined by the board of directors.”

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Documents at the disposal of shareholders

The annual accounts 2015 as well as the Report of the Auditors are at the disposal for review by shareholders at the offices of the company, Schönbüelpark 10, 9016 St. Gallen, as from November 25, 2016, Monday until Friday, from 09.00 h until 17.00 h, and can be ordered there.

Cards for admission/Voting forms

Shareholders which intend to attend the General Meeting or wish to be represented may deposit their shares on the day of the General Meeting with the company or obtain a confirmation of deposit by their bank, which will serve to receive their card of admission from the company. The confirmation from the bank has to mention the no. of shares, the ISIN no. or the no. of the share certificate. The corresponding shares will remain blocked until the end of the General Meeting.

Appointment of proxy

Shareholders that do not intend to attend the General Meeting can appoint another shareholder or a third person, which does not need to be a shareholder, or KBT Treuhand AG Zurich, Zimmergasse 16, P.O. Box 1519, 8032 Zurich, as independent representative of the shareholders in the sense of article 689c of the Swiss Code of Obligations.

The proxy on the card for admission can be obtained from the website of the company and has to be filled in, signed and sent to the company or to the independent representative of the shareholders, at the latest by December 9, 2016.

Without any explicit instructions to the contrary, the independent representative of shareholders will vote according to the proposals of the Board of Directors.

Aperitif

The Board of Directors is very pleased to invite all shareholders for an aperitif at the Hotel Bad Horn after the General Meeting.

St. Gallen, November 24, 2016



On behalf of the Board of Directors
Walter Hediger, Chairman