



Listing Notice

Petroplus Holdings AG

Formal Listing of 3'000'000 Registered Shares with a Nominal Value of CHF 7.48 Each out of Conditional Capital (the "New Shares")

Corporate Name, Address and Registered Seat of the Issuer	Petroplus Holdings AG (the " Company "), Industriestrasse 24, 6300 Zug
Share Capital	The Company's share capital registered in the Commercial Register of the Canton of Zug, Switzerland amounts currently to CHF 712'327'528.44 divided into 95'230'953 registered shares with a nominal value of CHF 7.48 each. The listed share capital amounts to CHF 713'343'028.20 divided into 95'366'715 with a nominal value of CHF 7.48 each (the " Shares ").
Conditional Capital	<p>According to Article 6 of the Company's articles of association (the "Articles of Association"), the Company's share capital shall be increased by a maximum aggregate amount of CHF 54'063'233.40 through the issuance of a maximum of 7'227'705 fully paid-up registered shares with a par value of CHF 7.48 per share by exercise of option rights which are granted to the consultants, employees and the directors of the Company and its subsidiaries as well as to shareholders.</p> <p>According to Article 6a of the Articles of Association, the share capital may be increased by a maximum amount of CHF 186'014'884.- by issuing up to 24'868'300 fully paid-up registered shares with a nominal value of CHF 7.48 each. These registered shares shall be issued upon exercise of conversion and/or option rights, granted in connection with the issuance of new or existing convertible bonds (including mandatory convertible bonds), convertible loans and/or bonds with option rights (subsequently called "Equity Related Financing Instruments") or other equity related financing instruments of the Company or one of its subsidiaries in one or more issues. Entitled to new shares are the holders of conversion or option rights.</p>
Listing	Application for the formal listing of 3'000'000 registered shares out of conditional capital pursuant to Article 6 of the Articles of Association with a nominal value of CHF 7.48 each in accordance with the Main Standard on the SIX Swiss Exchange on 17 November 2011 has been made and approved by the SIX Swiss Exchange.
	The Shares are listed in accordance with the Main Standard

on the SIX Swiss Exchange.

Status The New Shares issued out of conditional capital as a result of the exercise of option rights which are granted to the consultants, employees and the directors of the Company and its subsidiaries as well as to shareholders rank *pari passu* with all other issued Shares and are entitled to receive dividends for the year, in which the options are exercised. The New Shares are subject to transfer restrictions set forth in Articles 7 and 8 of the Articles of Association.

Form of Shares The shareholder may at any time request a confirmation of the number of his registered shares, which is to be issued by the Company. The shareholder is not entitled, however, to request the printing and delivery of certificates for registered shares. The New Shares will be book-entry securities (*Wertpapiere*, within the meaning of the Swiss Code of Obligations) and intermediary-held securities (*Bucheffekten*, within the meaning of the Intermediary-Held Securities Act). In this case, and to the extent Swiss law is applicable, they may only be transferred pursuant to the provisions of the Intermediary-Held Securities Act.

Security Number 2775224

ISIN CH0027752242

Ticker Symbol PPHN

Listing Agent Bär & Karrer AG

Based on Article 33 (2)(c) of the listing rules of the SIX Swiss Exchange Ltd., no listing prospectus has been prepared for the New Shares, since they are issued as a result of the exercise of rights associated with other securities, and are of the same class as the Shares that are already listed.

This listing notice does not constitute an issue prospectus (*Emissionsprospekt*) in the sense of Articles 652a and/or 1156 of the Swiss Code of Obligations.

This listing notice and the information contained herein may not be distributed into countries, where the public distribution of such information would be limited by law or illegal. This listing notice may especially not be distributed or transferred into or within the United States of America (the "United States" or "U.S.") or to U.S. persons (including legal entities) as well as to media, which is generally being distributed or transferred into or within the United States.

Zug, 17 November 2011

Petroplus Holdings AG