INVITATION TO THE 2018 ANNUAL GENERAL MEETING OF TRANSOCEAN LTD.

Friday, May 18, 2018, 6:30 p.m., Swiss time, at the Offices of Transocean Ltd., Turmstrasse 30, CH-6312 Steinhausen, Switzerland

Agenda Items

(1) Approval of the 2017 Annual Report, Including the Audited Consolidated Financial Statements of Transocean Ltd. for Fiscal Year 2017 and the Audited Statutory Financial Statements of Transocean Ltd. for Fiscal Year 2017

Proposal of the Board of Directors

The Board of Directors proposes that the 2017 Annual Report, including the audited consolidated financial statements for the calendar year ending December 31 (“fiscal year”) 2017, and the audited statutory financial statements for fiscal year 2017, be approved.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 1.

(2) Discharge of the Members of the Board of Directors and the Executive Management Team from Liability for Fiscal Year 2017

Proposal of the Board of Directors

The Board of Directors proposes that the members of the Board of Directors and Messrs. Jeremy D. Thigpen, Mark L. May and John B. Stobart, who served as members of our Executive Management Team in 2017, be discharged from liability for activities during fiscal year 2017.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 2.

(3) Appropriation of Accumulated Loss for Fiscal Year 2017 and Release of CHF 1,500,000,000 of Statutory Capital Reserve from Capital Contribution and Allocation to Free Capital Reserves from Capital Contribution

Proposal of the Board of Directors

The Board of Directors proposes that (i) the accumulated loss of the Company be carried forward, and (ii) CHF 1,500,000,000 of statutory capital reserves from capital contribution be released and allocated to free capital reserves from capital contribution.

 Appropriation of Accumulated Loss

in CHF thousands

Balance brought forward from previous years (4,397,032)
Net loss of the year (548,030)
Total accumulated loss (4,945,062)
Appropriation of accumulated loss Balance to be carried forward on this account (5,493,042)

Proposed Release of Statutory Capital Reserves

in CHF thousands

From Capital Contributions to Free Capital Reserves

Statutory capital reserves from capital contribution 11,480,842
Release to free capital reserves from capital contribution 1,500,000
Remaining statutory capital reserves from capital contribution 9,980,842

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 3.

(4) Renewal of Authorized Share Capital Proposal of the Board of Directors

The Board of Directors proposes that (a) the authorized share capital be renewed for a further two-year period, expiring on May 18, 2020. Pursuant to the proposal, the Board of Directors’ authority to issue shares in one or several steps will be limited to a maximum of 27,703,889 shares, or approximately 6% of the Company’s share capital currently recorded in the Company’s Articles of Association. The Board of Directors does not currently have plans to issue shares under this authorization. The Board of Directors believes, however, that providing the flexibility to issue additional shares out of the authorized share capital quickly is a strategic benefit for the Company. The proposed amendment to the Company’s Articles of Association is included in Annex A.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 4.

(5) Reelection of 11 Directors, Each for a Term Extending Until Completion of the Next Annual General Meeting Proposal of the Board of Directors

The Board of Directors proposes that the following 11 candidates be reelected to the Board of Directors, each for a term extending until completion of the next annual General Meeting:

SA Reelection of Glyn A. Barker as a director.
SB Reelection of Vanessa C. Lang as a director.
SC Reelection of Frederic F. Curado as a director.
SD Reelection of Chadwick C. Deaton as a director.
SE Reelection of Vincent J. Intrieri as a director.
SF Reelection of Samuel J. Markser as a director.
SG Reelection of Merrill A. "Pete" Miller, Jr. as a director.
SH Reelection of Edward R. Muller as a director.
SI Reelection of Todd E. Kia as a director.
SK Reelection of Jeremy D. Thigpen as a director.

Recommendation

The Board of Directors recommends you vote “FOR” the reelection of each of these nominees to the Board of Directors.

(6) Election of the Chairman of the Board of Directors for a Term Extending Until Completion of the Next Annual General Meeting Proposal of the Board of Directors

The Board of Directors proposes that Merrill A. "Pete" Miller, Jr. be elected as the Chairman of the Board of Directors for a term extending until completion of the next Annual General Meeting, subject to his re-election as a member of the Board of Directors.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 6.

(7) Election of the Members of the Compensation Committee, Each for a Term Extending Until Completion of the Next Annual General Meeting Proposal of the Board of Directors

The Board of Directors proposes that the following candidates for reelection to the Board of Directors be elected as members of the Compensation Committee, each for a term extending until completion of the next Annual General Meeting, subject in each case to such candidate’s re-election as a member of the Board of Directors:

7A Election of Frederic F. Curado as a member of the Compensation Committee.
7B Election of Vincent J. Intrieri as a member of the Compensation Committee.
7C Election of Todd E. Kia as a member of the Compensation Committee.

Recommendation

The Board of Directors recommends you vote “FOR” the election of each of these nominees as members of the Compensation Committee.

(8) Reelection of the Independent Proxy for a Term Extending Until Completion of the Next Annual General Meeting Proposal of the Board of Directors

The Board of Directors proposes that Schweizer Advokatur / Notariat be reelected to serve as independent proxy at a duly called and held extraordinary general meeting of shareholders of the Company that may be held prior to the 2019 Annual General Meeting.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 8.

(9) Appointment of Ernst & Young LLP as the Company’s Independent Registered Public Accounting Firm for Fiscal Year 2018 and Reelection of Ernst & Young Ltd, Zurich, as the Company’s Auditor for a Further One-Year Term Proposal of the Board of Directors

The Board of Directors proposes that Ernst & Young LLP be appointed as the Company’s independent registered public accounting firm for fiscal year 2018 and that Ernst & Young Ltd, Zurich, be reelected as the Company’s auditor pursuant to the Swiss Code of Obligations for a further one-year term, commencing on the date of the 2018 Annual General Meeting and terminating on the date of the 2019 Annual General Meeting.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 9.

(10) Advisory Vote to Approve Named Executive Officer Compensation Proposal of the Board of Directors

Pursuant to Section 14A of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), shareholders are entitled to cast an advisory vote on the Company’s executive compensation program for the Company’s Named Executive Officers. Detailed information regarding the Company’s executive compensation program for its Named Executive Officers is set forth in the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure in the definitive proxy statement for the Company’s 2018 Annual General Meeting filed with the U.S. Securities and Exchange Commission (“SEC”) on March 20, 2018. The Board of Directors believes the Company’s compensation program is designed to reward performance that creates long-term value for the Company’s shareholders and has proposed the following resolution to provide shareholders with the opportunity to endorse or not endorse the Company’s Named Executive Officer compensation program by voting on the following resolution:

RESOLVED, that the compensation of the Company’s Named Executive Officers, as disclosed pursuant to Section 14A of the Exchange Act and the rules and regulations thereunder, be approved.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 10.

(11) Prospective Votes on the Maximum Compensation of the Board of Directors and the Executive Management Team Proposal of the Board of Directors

The Board of Directors proposes that shareholders ratify an amount of U.S.$ 24,000,000 as the maximum aggregate amount of compensation of the Board of Directors for the period between the 2018 Annual General Meeting and the 2019 Annual General Meeting.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 11.

(12) Approval of Amendment to Transocean Ltd. 2015 Long-Term Incentive Plan for Additional Reserves Proposal of the Board of Directors

The Board of Directors proposes that the shareholders approve an increase of 12,000,000 shares in the aggregate amount of shares available for issuance pursuant to the Transocean Ltd. 2015 Long-Term Incentive Plan.

Recommendation

The Board of Directors recommends you vote “FOR” this proposal number 12.

Organizational Matters

(1) A copy of the Notice of Internet Availability of Proxy Materials (the “Notice”) has been sent to each shareholder registered in Transocean’s share register as of the close of business on March 12, 2018. Any additional shareholders who are registered in Transocean’s share register as of the close of business on April 30, 2018, will receive after that date a copy of the proxy materials, including a proxy card. Shareholders not registered in Transocean’s share register as of April 30, 2018, will not be entitled to attend, vote at, or grant proxies to vote at, the 2018 Annual General Meeting. While no shareholder will be entitled to Transocean’s share register as a shareholder with voting rights between the close of business on April 30, 2018, and the opening of business on the day following the 2018 Annual General Meeting, share blocking and registration are not requirements for any shares of Transocean Ltd. to be voted at the 2018 Annual General Meeting, and all shares may be traded after the record date. Computershare, which maintains Transocean’s share register, will continue to register transfers of Transocean shares in the share register in its capacity as transfer agent during this period.

Shareholders registered in Transocean’s share register as of April 30, 2018, have the right to attend the 2018 Annual General Meeting and vote their shares (in-person or by proxy), or may grant a proxy to vote on the proposals in this invitation or any modification to any agenda item or proposal identified in this notice or other matter on which voting is permissible under Swiss law and which is properly presented at the 2018 Annual General Meeting for consideration.

Shareholders may deliver proxies to the independent proxy, Schweizer Advokatur / Notariat, by marking the proxy card appropriately, executing it in the space provided, dating it and returning it to:

Transocean 2018 AGM
Vote Processing
c/o Broadridge
Transocean 2018 AGM
Vote Processing
51 Mercedes Way
Edgewood, NY 11717
CH-6330 Zug
USA
Switzerland

Unternehmenspublikationen - Publications d'entreprises - Pubblicazioni d'imprese
Shareholders registered in Transocean’s share register as of April 30, 2018, may also vote over the Internet on www.proxyvote.com. The required 12-digit control number is included in the Notice or the proxy card that is sent to registered shareholders. The Internet system allows shareholders to confirm that they have properly recorded the voting instructions. The method of submitting voting instructions will be available up until 8 p.m. Eastern Daylight Time (2 p.m. Swiss time), on Friday, May 18, 2018, unless extended by the Company. Registered shareholders cannot vote by telephone. Do not mail the proxy card or the voting instruction form if you are submitting voting instructions over the Internet.

Shares of holders who have timely submitted electronic voting instructions or a properly executed proxy card will be voted by the independent proxy in accordance with the instructions. The vote of shares that have been timely submitted their proxy but have not specifically indicated how to vote their shares, will be deemed to have instructed the independent proxy to vote in accordance with the recommendations of the Board of Directors with regard to the items listed in the notice of meeting.

If any modifications to the agenda items or proposals identified in this invitation or other matters on which voting is permissible under Swiss law are properly presented at the 2018 Annual General Meeting for consideration, you will be deemed to have instructed the independent proxy to vote in accordance with the recommendations of the Board of Directors. In the absence of other specific instructions, to vote in accordance with the recommendations of the Board of Directors. As of the date of the proxy statement, the Board of Directors is not aware of any such modifications or other matters proposed to come before the 2018 Annual General Meeting.

Shareholders who hold their shares in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee for voting their shares. If such beneficial holders wish to attend and vote their shares in person at the meeting, they must obtain a valid legal proxy from the bank, broker or other nominee holding their shares. Shareholders may grant proxies to any third party. Such third parties need not be shareholders.

Directions to the 2018 Annual General Meeting can be obtained by contacting our Corporate Secretary at our registered office, Turmstrasse 30, CH-6312 Steinhausen, Switzerland, telephone number +41 (41) 749 0500, or Investor Relations at our offices in the United States, at 4 Greenway Plaza, Houston, TX, USA 77046, telephone number +1 (713) 232 7500, or Investor Relations at our offices in the United States, at 4 Greenway Plaza, Houston, TX, USA 77046, telephone number +1 (713) 232 7500. If you wish to attend and vote at the Annual General Meeting in person, we urge you to arrive at the Annual General Meeting location no later than 5:30 p.m. Swiss time, May 18, 2018. In order to determine attendance correctly, any shareholder leaving the 2018 Annual General Meeting early or temporarily, will be requested to present such shareholder’s admission card upon exit.

Shareholders who hold their shares in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee for voting their shares. If such beneficial holders wish to attend and vote their shares in person at the meeting, they must obtain a valid legal proxy from the bank, broker or other nominee holding their shares. Shareholders may grant proxies to any third party. Such third parties need not be shareholders.

Annex A
Renewal of General Authorized Share Capital

Article 5

Authorized Share Capital

The Board of Directors is authorized to increase the share capital, at any time until May 18, 2018, by a maximum amount of CHF 4,449,827,000 by issuing a maximum of 22,288,043 new Shares at a par value of CHF 0.10 each. The increase of the share capital (i) by means of a new capital increase, written off by a financial institution, a syndicate of financial institutions or another third party or third parties; or (ii) by means of a new capital increase, written off by the shareholders, a syndicate of financial institutions or another third party or third parties, followed by an offer to the then existing shareholders of the Company, and (iii) in partial amounts shall be permissible.

The Board of Directors shall determine the time of the issuance, the issue price, the manner in which the new Shares have to be paid up, the date from which the Shares carry the right to dividends, the conditions for the exercise of the preemptive rights and the allotment of preemptive rights that have not been exercised. The Board of Directors may allow the preemptive rights that have not been exercised to expire, or it may place such rights or Shares, the preemptive rights of which have not been exercised, at market conditions or use them otherwise in the interest of the Company.

The Board of Directors is authorized to withdraw or limit the preemptive rights of the shareholders and to allot them to individual shareholders or third parties:

(a) if the issue price of the new Shares is determined by reference to the market price; or
(b) for the acquisition of an enterprise, part(s) of an enterprise or participations, or for the financing or refinancing of any of such transactions, or for the financing of new investment plans of the Company; or
(c) for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets, for purposes of the participation of strategic partners, or in connection with the listing of new Shares on domestic or foreign stock exchanges; or
(d) for purposes of granting an over-allotment option (Greenshoe) of up to 20% of the total number of Shares to be issued or sold of Shares to the respective initial purchaser(s) or underwriter(s), or
(e) for the participation of members of the Board of Directors, members of the Executive Management Team, employees, contractors, consultants or other third parties, to the extent that the benefit of the Company or any of its subsidiaries.

The new Shares shall be subject to the limitations for registration in the share register pursuant to Articles 7 and 9 of these Articles of Association.