

Notice AGM 2014

WILSON SONS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wilson Sons Limited, incorporated in Bermuda (the "Company"), issuer of Brazilian Depositary Receipts ("BDRs") traded on São Paulo Stock Exchange (BM&FBovespa ticker symbol: WSON33), will be held on Wednesday, April 30, 2014 at 10.00 hrs at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

AGENDA

The General Meeting shall discuss and decide on the following business and proposals of the Board of Directors:

1. Receipt of the financial statements for the year ended December 31, 2013 and the report of the auditors thereon.
2. Pursuant to Company Bye-law 15.3(a), no sums should be credited to the Legal Reserve.
3. Pursuant to Company Bye-law 15.3(b), no sums should be set aside to the Contingency Reserve.
4. Pursuant to Company Bye-law 15, USD 27,034,720.00 be made available to be distributed to members.
5. Appointment of KPMG as auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at which the Company's financial statements are presented.
6. Delegation of authority to the Board of Directors to fix the auditor's remuneration.
7. Pursuant to Company Bye-law 34.1, that the number of Directors is and shall be seven (7).
8. The appointment of Mr. Jose Francisco Gouvea Vieira to serve as Chairman and Mr. William Henry Salomon to serve as Deputy Chairman until the conclusion of the 2015 Annual General Meeting.

The Annual General Meeting will be held in English.

The financial statements for the year 2013 and the report of the auditors thereon are available on the Company's website www.wilsonsons.com/ir.

The duly registered beneficial owners of the Company's BDRs (Brazilian depositary receipts) duly registered in the books of Banco Itaú Unibanco S.A. or the registers of the Companhia Brasileira de Liquidação e Custódia – CBLC at the

close of trade on the BM&FBOVESPA for the 28 of March 2014 will have the right to instruct the depositary agent, Banco Itaú Unibanco S.A., at Rua Ururai, 111 – Prédio II – Piso Térreo – Aos cuidados da DSMC/ Superintendência de Custódia Internacional / Unidade de Atendimento Cliente Não Residente - ADR/BDR - Bairro: Tatuapé – São Paulo/SP – CEP: 03084-010, to exercise the right to vote in relation to their participation, with instructions that must be received by Itaú Unibanco S.A. no later than 4 p.m (Brasilia) on April 22, 2014.

To access the complete proposal documentation, [click here](#).

Hamilton, March 28, 2014

By order of the Board of Directors of
Wilson Sons Limited

Malcolm Mitchell

Secretary