

Notice AGM 2015

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 Thursday, April 30, 2015 at 10.00 hrs at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

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, 2014 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 29,026,720.00 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. That each of the following persons be re-elected and appointed as Directors of the Company until the conclusion of the 2017 Annual General Meeting:

Mr. Cezar Baiao

Mr. Felipe Gutterres

Mr. Claudio Marote

Mr. Andres Rozental

Mr. William Henry Salomon

Mr. Jose Francisco Gouvea Vieira

9. That pursuant to Company Bye-law 34.4(b) and written notice provided to the Company by the registered beneficial

owners of the Company's BDRs representing more than 10% of the share capital, Claudio Frischtak be elected and appointed as Independent Director and Minority Director of the Company until the conclusion of the 2017 Annual General Meeting.

10. 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 2016 Annual General Meeting.

The financial statements for the year 2014 and the report of the auditors thereon are available on the Company's website www.wilsonsons.com/ir.

Only shareholders entered in the Company's Register of Members on the close of Business on March 24, 2015 will be entitled to participate in the Annual General Meeting. In order to vote the shares you are holding, we kindly ask you to return the enclosed Proxy/Answer Form to the Company Secretary, Mr Malcolm Mitchell, 2 Church Street, Hamilton HM 11, Bermuda or electronic mail to malcolm.mitchell@conyersdill.com. Your Proxy/Answer Form must be received by the Company no later than 29 April 2015.

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

Hamilton, March 24, 2015

By order of the Board of Directors of Wilson Sons Limited

Malcolm Mitchell

Secretary