

# Notice AGM 2016

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, 28 April 2016 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 31 December 2015 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 35,572,000.00 be made available to be distributed to members at the discretion of the Board.
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. 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 2017 Annual General Meeting.

The financial statements for the year 2015 and the report of the auditors thereon are available on the Company's website [www.wilsonsons.com/ir](http://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 21 of March 2016 will have the right to instruct the depositary agent, Banco Itaú Unibanco S.A., at Rua Ururai, 111 – Prédio II – Piso Térreo - Bairro: Tatuapé – São Paulo/SP – CEP: 03084-010 – C/O DSMC / Superintendência de Custódia Internacional / Unidade de Atendimento Cliente Não Residente - ADR/BDR, 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 6 p.m (Brasilia) on 13 April 2016.

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

Hamilton, 21 March 2016

By order of the Board of Directors of Wilson Sons Limited

Malcolm Mitchell

Secretary