

Notice of 2014 Special General Meeting

WILSON SONS LIMITED

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Wilson Sons Limited, incorporated in Bermuda (the "Company"), issuer of Shares listed on the Luxembourg Stock Exchange (ISIN Code: BMG968101094) will be held on Wednesday, January 8 2014 at 10.00 hrs at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

BACKGROUND

The proposed 2014 Share Option Scheme is designed to motivate highly qualified personnel, including top management and key employees, board members and management board members of our subsidiaries to contribute to the value of the Company over the long term by granting such persons rights to purchase Brazilian Depositary Receipts (BDRs), each BDR representing one common share of the Company. A total of up to 4,410,927.97118 common shares or BDRs linked to 4,410,927.97118 common shares will be either issued, or purchased by the Company to be held in treasury, in order to enable participants under such plan to exercise their options to purchase BDRs. Such BDRs will only be delivered to participants under such plan after the due exercise of options.

AGENDA

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

1. Approve and adopt the 2014 Share Option Scheme, and rules contained therein, of the Company (the "Plan").
2. Approve an increase in the authorised capital of the Company by GBP 367,430.3, from GBP 5,926,295.2 to GBP 6,293,725.5, by the creation of an additional 4,410,927.97118 common shares of the Company, ranking pari-passu with the existing common shares of the Company.

The Special General Meeting will be held in English.

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 13 of November 2013 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. by 27 of December 2013, 4 p.m.

Hamilton, November 13, 2013

By order of the Board of Directors of Wilson Sons Limited

Malcolm Mitchell

Secretary

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