

Dear Shareholders

It is my pleasure to invite you to attend the 2015 annual general meeting (**AGM**) of Wilson Group Limited (**Company**). This year, the AGM will be held at 9am Brisbane time on Monday 23 November 2015 at level 24, Riparian Plaza, 71 Eagle Street, Brisbane.

I enclose a copy of the Notice of Meeting which includes information for shareholders and explanatory notes. This may also be accessed on our website at www.wilsongrouponlimited.com.au/investor-centre, together with the Company's 2015 financial reports.

Without doubt, the 2015 financial year has been a transformative year for the Company and the AGM is an appropriate point to review the past year. In addition, the Company's managing director and the managing director of Pinnacle will both give presentations on current strategy and performance.

As you will see, the items for formal deliberation at this year's AGM are as follows:

- > Consideration of the financial statements, directors' report and auditor's report for the financial year ended 30 June 2015;
- > The adoption of the Company's Remuneration Report; and
- > The re-election of Mr Steven Skala AO as a non-executive director.

The Board recommends that shareholders vote in favour of all items of business the subject of a resolution. We also request you submit any questions you may have in advance of the meeting directly to the Company Secretary.

I would encourage all shareholders to attend the AGM and cast their vote. If you are unable to attend, you may appoint a proxy to attend and vote on your behalf, either online by accessing our share registry's website at www.investorvote.com.au and following the prompts or by lodging a written proxy form with the Company's Share Registry or at the Company's registered office at Level 38, Riparian Plaza, 71 Eagle St, Brisbane QLD 4000.

Shareholders are also invited to join our directors and senior executives for light refreshments after the meeting.

I look forward to welcoming you to the AGM.

Yours sincerely



Alan Watson
Chairman
23 October 2015

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting (**AGM**) of the shareholders of Wilson Group Limited ABN 22 100 325 184 (**Company**) will be held on Monday, 23 November 2015, at Level 24, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 commencing at 9am (Brisbane time).

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the financial statements, the auditor's report and directors' report as contained in the Company's annual report for the financial year ended 30 June 2015.

2. Remuneration Report

To consider and, if thought fit, pass the following Resolution as an ordinary resolution:

"To adopt the Remuneration Report for the financial year ended 30 June 2015."

Voting exclusion for item 2:

The Company will disregard any votes cast (in any capacity) on item 2 by or on behalf of:

- > a member of the Company's key management personnel (**KMP**) whose remuneration details are disclosed in the 2015 Remuneration Report; or
- > that KMP's closely related party (such as close family members and any controlled companies)

unless the vote is cast as proxy for a person who is entitled to vote, and:

- > the vote is cast in accordance with a direction on the voting/proxy form; or
- > in the absence of a direction on the voting/proxy form, the vote is cast by the Chairman of the AGM pursuant to an express authorisation to exercise undirected proxies.

3. Re-election of director

To consider and, if thought fit, pass the following Resolution as an ordinary resolution:

"That Mr Steven Skala AO, who retires from the office of director by rotation and, being eligible, offers himself for re-election, is re-elected as a director of the Company."

By order of the Board



Eleanor Padman
Company Secretary
23 October 2015

Information for shareholders

Who may vote Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001*, the directors have determined that persons whose names are set out in the register of members of the Company as at 9am on Saturday 21 November 2015 are entitled to attend and vote at the meeting convened by this notice.

Appointment of Proxies A shareholder who is entitled to attend and vote at the meeting has a right to appoint up to 2 proxies to attend and vote for the shareholder at the meeting. A proxy need not be a shareholder.

Where a shareholder appoints 2 proxies, the appointment may specify the proportion or number of votes which each proxy may exercise. If the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then each proxy may exercise half of those votes.

If a proxy is instructed to abstain from voting on a resolution, they must not vote on the shareholder's behalf, and any vote will not be counted.

If you appoint someone as your proxy (other than the Chairman of the AGM) and direct them on how to vote, the Chairman of the AGM must cast those proxy votes on your behalf on a poll if your proxy does not do so.

If you appoint the Chairman of the AGM as your proxy (or if he is appointed by default), and no direction is provided in relation to a resolution, you will be expressly authorising the Chairman to exercise your proxy as the Chairman sees fit in relation to that resolution, including the Remuneration Report (Resolution 2), even though Resolution 2 is connected directly or indirectly with the remuneration of the Company's KMP.

If you appoint a director (other than the Chairman) or another member of the Company's KMP or their closely related parties as your proxy, you must specify how they should vote on Resolution 2 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not, your proxy will not be able to exercise your vote for that Resolution.

Undirected Proxies

Further instructions on appointing proxies are available on the proxy form. The Chairman of the AGM intends to vote all available proxies in favour of all resolutions.

Lodgement of Proxies

To be valid, a proxy form must be received by the Company by 9am on Saturday 21 November 2015 (**Proxy Deadline**). Proxies may be submitted by post or email to the registered office of the Company or by post or facsimile to Computershare Investor Services Pty Ltd in accordance with the details set out below:

Company:

For the attention of Eleanor Padman, Level 14, 99 Elizabeth Street, Sydney NSW 2000

Email: eleanor.padman@wilsongrouplimited.com.au

Computershare:

GPO Box 242 Melbourne VIC 3001

Fax : 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

A written proxy appointment must be signed by the shareholder or the shareholder's attorney. Where the appointment is signed by the appointer's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If email transmission is used, the authority must be certified.

Body corporate representative

A shareholder who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Shareholder of the Company entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

- (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

Voting Exclusion Statement

In accordance with the Listing Rules, the Company need not disregard a vote on Item 2 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Questions for the auditor

Shareholders may submit written questions to the Company or its auditor, PricewaterhouseCoopers, if the question is relevant to the content of PricewaterhouseCoopers' audit report for the year ended 30 June 2015, the accounting policies adopted by the Company in relation to the preparation of the financial statements of the Company and the independence of the auditor in relation to the conduct of the audit. Relevant written questions must be received by the Company no later than 9am on Monday 16 November 2015.

Explanatory Notes

Item 1: financial statements and reports

In accordance with the Corporations Act 2001 (**Corporations Act**), the financial report, directors' report and auditor's report for the year ended 30 June 2015 will be put before the AGM. These reports are contained in the Company's 2015 annual report and can be accessed on our website at www.wilsongrouponlimited.com.au/investor-centre.

This item does not require a formal resolution and, accordingly, no vote will be held on this item. Shareholders will be given a reasonable opportunity to ask questions in relation to these reports during discussion on this item. Please see "*Information for Shareholders*" in relation to any questions that shareholders would like to put to the company's auditors.

Item 2: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report for the financial year ended 30 June 2015. The Remuneration Report is in the Directors' Report in the Company's 2015 annual report which is available on our website at www.wilsongrouponlimited.com.au/investor-centre.

The Remuneration Report outlines the Company's remuneration strategy and objectives and provides details of Board and KMP remuneration received during the financial year. The Company's remuneration strategy seeks to attract and retain talented executives and employees and to align their interests with shareholders by rewarding them competitively and incentivising them to deliver superior long term results for shareholders. The Company's remuneration strategy for non-executive directors is to remunerate them appropriately for their time, expertise and insight into strategic and governance issues, and to ensure we are able to attract and retain experienced and qualified directors.

Under the Corporations Act, the vote on this Resolution is advisory only and does not bind the Board or the Company. However, the Company values its shareholders' feedback.

A voting exclusion applies to this Resolution, as set out earlier in this Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report. The Chairman of the AGM intends to vote all available proxies in favour of this Resolution.

Item 3: Re-election of director

The Company's Constitution requires that one third of the Company's directors eligible for rotation (being all directors other than the managing director and any director appointed as a casual vacancy) stand for re-election every three years. The directors to retire by rotation at each AGM are those who have been longest in office since their election or last re-election.

Mr Steven Skala AO is retiring by rotation at this AGM in accordance with the Constitution and is offering himself for re-election.

Mr Skala joined the Board in 2002, and was appointed Chairman on 2 March 2011. Mr Skala retired as Chairman in October 2015 and now holds the position of a non-executive director.

Since 2004, Mr Skala has been Vice Chairman of Deutsche Bank AG Australia and New Zealand. Until his appointment as Chairman of the Company, Mr Skala was one of two nominated representatives of Deutsche Bank. When he was appointed Chairman, he was released from his appointment as a representative of Deutsche Bank in the group's affairs.

Mr Skala is a former commercial lawyer with more than 20 years experience in corporate law. Between 1982 and 1985, he was a partner of Brisbane law firm Morris Fletcher and Cross (now Minter Ellison). Between 1985 and 2004, Mr Skala was a partner of law firm Arnold Bloch Leibler and was head of its corporate and commercial practice for several years.

The Board (other than Mr Skala) recommends that Shareholders vote in favour of the proposed resolution. The Chairman of the AGM intends to vote available proxies in favour of this Resolution.

