

126337	<div><div>WEATHERFORD INTERNATIONAL LTD.</div><div>Alpenstrasse 15, 6300 Zug, Switzerland</div><div>INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS</div><div><div><div>DATE AND TIME:</div><div>June 16, 2014, 12:00 P.M. (Central European Time)</div></div><div><div>PLACE:</div><div>Theater Casino Zug, Artherstrasse 2-4, 6300 Zug, Switzerland</div></div></div><div>To the Shareholders of Weatherford International Ltd.:</div><div>An extraordinary general meeting (the «<b>Meeting</b>») of shareholders of Weatherford International Ltd., Zug, a Swiss corporation («<b>Weatherford Switzerland</b>»), will be held on June 16, 2014, at 12:00 P.M. Central European time, at the Theater Casino Zug, Artherstrasse 2-4, 6300 Zug, Switzerland for the purpose of (i) approving the merger agreement dated April 2, 2014 (the «<b>Merger Agreement</b>») by and between Weatherford Switzerland and Weatherford International Limited, Dublin, Ireland, a newly formed, wholly owned subsidiary of Weatherford Switzerland organized under Irish law («<b>Weatherford Ireland</b>»), pursuant to which Weatherford Switzerland will be merged into Weatherford Ireland (the «<b>Merger</b>») and (ii) if the Merger Agreement is adopted, approving the creation of distributable profits of Weatherford Ireland.</div><div>As a result of the Merger,</div><div><div><div>– Weatherford Ireland will be the surviving company and will become the new public holding company and the parent of the Weatherford group of companies;</div><div>– each registered Weatherford Switzerland share you hold immediately prior to the effective time of the Merger will be cancelled as consideration for the allotment to you of one Weatherford Ireland share;</div><div>– you will receive shares of Weatherford Ireland and your rights as a shareholder will be governed by Irish law and by Weatherford Ireland’s memorandum and articles of association, which will be amended and restated prior to the effective date of the Merger;</div><div>– the assets and liabilities of Weatherford Switzerland will be transferred by operation of law to Weatherford Ireland;</div><div>– Weatherford Ireland will assume certain employee benefit plans that had previously been sponsored by Weatherford Switzerland and we will amend such plans in order to permit the issuance or delivery of Weatherford Ireland shares thereunder, instead of Weatherford Switzerland shares;</div><div>– Weatherford Ireland, and/or such other subsidiary of Weatherford Ireland as our board of directors deems appropriate, will assume the employment agreements that Weatherford Switzerland has in place with its executive officers;</div><div>– Weatherford Ireland, and/or such other subsidiary of Weatherford Ireland as our board of directors deems appropriate, will enter into indemnity agreements (or deed poll indemnities) with those directors and executive officers who currently have indemnity agreements with Weatherford Switzerland, upon terms substantially similar to the indemnity agreements currently in place to the extent permitted by applicable law; and</div><div>– Shareholder adoption of the Merger Agreement will also constitute shareholder approval of the amendments and modifications and the relevant adoption and assumption of the equity incentive plans by Weatherford Ireland.</div></div><div>The Merger cannot be completed without satisfying certain conditions, the most important of which is approval of the Merger Agreement proposal by the affirmative vote of at least two thirds of the shares of Weatherford Switzerland represented in person or by proxy at the Meeting (which will also satisfy the requirement to obtain the affirmative vote of the absolute majority of the par value of such shares).</div><div><div>1. Agenda Items and Proposals of the Board of Directors</div><div><div>1.1 Adoption of Merger Agreement</div><div>The board of directors proposes that our shareholders adopt the Merger Agreement.</div></div><div><div>1.2 Approval of the creation of distributable profits of Weatherford Ireland</div><div>If the Merger Agreement is adopted, the board of directors proposes that our shareholders approve the creation of distributable profits of Weatherford Ireland under Irish law by reducing the entire share premium of Weatherford Ireland (or such lesser amount as may be determined by the board of directors of Weatherford Ireland) resulting from the allotment and issue of Weatherford Ireland ordinary shares pursuant to the Merger Agreement.</div></div></div></div></div>	<div><div>2. Organizational Matters</div><div><div>2.1 Inspection Rights</div><div>In accordance with Swiss law, Weatherford Switzerland will allow its shareholders, during a 30 day period prior to the Meeting, to inspect at the registered office of Weatherford Switzerland at Alpenstrasse 15, 6300 Zug, Switzerland, and the registered office of Weatherford Ireland at 70 Sir John Rogerson’s Quay, Dublin 2, Ireland, the following documents: (i) the Merger Agreement; (ii) the joint merger report of the board of directors of Weatherford Switzerland and the board of directors of Weatherford Ireland; (iii) the auditor’s report on the Merger; and (iv) the annual accounts and annual reports of the preceding three business years of the merging companies, as applicable. Copies of these materials may also be obtained without charge by contacting Investor Relations at +1 (713) 836-4000 or emailing us at investor.relations@weatherford.com.</div></div><div><div>2.2 Proxy Materials and Voting Rights</div><div>A copy of the proxy materials, including proxy card, will be sent to each shareholder registered in our share register as of March 27, 2014. Any additional shareholders who are registered in our share register on our record date of May 19, 2014 will receive a copy of these proxy materials after May 19, 2014. Shareholders not registered in our share register as of May 19, 2014 will not be entitled to attend, vote or grant proxies to vote at the Meeting. No shareholder will be entered in our share register as a shareholder with voting rights between the close of business (Eastern Standard Time) on May 19, 2014 and the opening of business on the day following the Meeting. American Stock Transfer &amp; Trust Company LLC («<b>AST</b>»), which maintains our share register, will, however, continue to register transfers of our registered shares in the share register in its capacity as transfer agent during this period.</div><div>In accordance with recently-enacted Swiss regulations, shareholders may no longer appoint company officers as proxies. We therefore request that you grant your proxy to vote on each of the proposals described in this proxy statement/prospectus and any other matters that may properly come before the meeting to Buis Bürgi AG, Mühlebachstrasse 8, P.O. Box 672, CH-8024 Zurich, Switzerland, acting as independent proxy, by completing, signing, dating and returning your proxy card for receipt by us no later than June 13, 2014, whether or not you plan to attend. Shares of registered shareholders who have timely submitted a properly executed proxy card by mail and specifically indicated their votes will be voted as indicated. If you are a registered shareholder and you properly give a proxy, but do not indicate how you wish to vote, your proxy will vote your shares in accordance with the recommendations of our board of directors. We may accept a proxy by any form of communication permitted by Swiss law and Weatherford Switzerland’s articles of association.</div><div>If you are a beneficial shareholder and your broker holds your shares in «street name,» the broker is permitted to vote your shares with respect to «routine» proposals, even if the broker does not receive voting instructions from you. However, your broker may not vote your shares with respect to «non-routine» proposals. Proxies submitted by brokers without instructions from customers for non-routine matters are referred to as «broker non-votes.» Under the rules of the New York Stock Exchange («<b>NYSE</b>»), we believe that all of the agenda items are non-routine proposals. Accordingly, if you hold your shares in «street name,» your broker will not be able to vote your shares in these matters unless your broker receives voting instructions from you.</div><div>If you are a registered shareholder, you may revoke your proxy by: (a) writing to the Secretary at 4-6 Rue Jean-François Bartholoni, 1204 Geneva, Switzerland for arrival by June 13, 2014; (b) submitting a later-dated proxy via mail for receipt by us no later than June 13, 2014; or (c)(i) presenting yourself in person to our Secretary at the entrance of the meeting no later than one hour prior to the start of the Meeting, (ii) declaring your intent to revoke your proxy and cast your vote in person at the Meeting and (iii) applying with the Secretary for the remittance of the necessary voting documentation upon presentation of documents evidencing your position as shareholder as of the record date of May 19, 2014. You may not revoke a proxy simply by attending the Meeting. To revoke a proxy, you must take one of the actions described above. If you are a beneficial shareholder who holds your shares through a broker, you must follow the instructions provided by your broker if you wish to revoke a previously granted proxy.</div></div><div><div>Your vote is important. All shareholders are cordially invited to attend the Meeting. We urge you, whether or not you plan to attend the Meeting, to submit your proxy by completing, signing, dating and mailing the proxy or voting instruction card included in the proxy materials to be sent to all shareholders.</div><div><div>Zug, Switzerland, May 9, 2014</div><div>By Order of the Board of Directors Alejandro Cestero, Corporate Secretary</div></div></div></div>
--------	---	--