



c/o Stolt-Nielsen M.S. Ltd.
65 Kingsway
London WC2B 6TD
United Kingdom

Tel: +44 207 611 8960
Fax: +44 207 611 8965
www.stolt-nielsen.com

October 11, 2010

Dear Shareholder:

I am writing to notify you of an Extraordinary General Meeting of Shareholders of Stolt-Nielsen S.A. (the "Company") to be held on Tuesday, November 16, 2010 at 9:00 a.m. at the offices of SGG S.A., 412F, route d'Esch, L-1471 Luxembourg.

The purpose of the meeting is to take such actions as are necessary to implement the proposed merger whereby the Company and Stolt-Nielsen Limited, an exempted company incorporated in Bermuda, will merge with and amalgamate with each other, and the amalgamated company will continue as an exempted company, also named "Stolt-Nielsen Limited", under the laws of Bermuda (the "Amalgamated Company"). The reason behind the merger and amalgamation is explained below. Matters to be considered at the meeting are set forth in the Notice of Extraordinary General Meeting enclosed herewith.

The Board of Directors believes that approval of the proposed merger and amalgamation is in the best interests of the shareholders of the Company.

The Company was formed in Luxembourg in July 1974 as a "holding company" under the Luxembourg 1929 law applicable to such companies. From the time of its formation, and continuing to date, the Luxembourg tax regime applicable to holding companies did not assess annual tax based on revenues or profits, but subjected holding companies to an annual tax based on dividends paid and certain other factors. In addition, until January 1, 2009, holding companies were subject to capital duty on any contribution made by its shareholders to the share capital and premium. While Stolt-Nielsen Group companies pay tax in accordance with local requirements where their offices are located or operations conducted, the tax regime at the parent holding company level has been beneficial to the Company and to its shareholders. However, as part of the ongoing European Union initiatives to harmonize laws and regulations among its member states, the special tax regime applicable to Luxembourg holding companies will end as of December 31, 2010, and thereafter such companies will be subject to annual tax on net profits.

Accordingly, the Company's Board of Directors and management have considered alternatives in light of this development, and is proposing to migrate the location of the parent company from Luxembourg to Bermuda. The companies law regime in Bermuda is comparable to those in Luxembourg and other countries, and from a corporate structure and shareholder perspective there should be no practical change. From a tax perspective, Bermuda exempted companies operate under a regime with no Bermuda income or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by a Bermuda exempted company or by its shareholders in respect of shares in a Bermuda exempted company, which regime is currently in effect through at least 2016 and is expected to be continued beyond. Therefore, in order to continue the tax position at the parent company level, it is proposed to now relocate the parent company from Luxembourg to Bermuda. The transaction will be structured so that the Company and Stolt-Nielsen Limited will merge and amalgamate with each other and the Amalgamated Company will continue as an exempted company in Bermuda.

Common Shares and Founder's Shares of the Company will be converted into and become shares of the Amalgamated Company on a one share-for-one share basis.

As part of the merger and amalgamation, and as previously announced, the size of the Board will be expanded to seven members by the addition of Ms. Christina De Luca who has extensive experience in supply-chain management and corporate strategy.

As you will note from the enclosed Notice, the Extraordinary General Meeting shall be conducted in conformity with the quorum and voting requirements of the Luxembourg Company Law and the Company's Articles of Incorporation, in particular the general vote of all shares of the Company voting together (i) with a quorum of fifty percent (50%) of the shares eligible to vote being present or represented when the meeting is first convened and (ii) a two-thirds (2/3) affirmative vote of those shares present or represented at the meeting being required. In addition to the foregoing, the Bermuda Companies Act 1981 stipulates that the affirmative majority vote of the Shareholders of the Company must be at least three-quarters (3/4) of the vote cast at the Extraordinary General Meeting.

Following the effectiveness of the merger and amalgamation, the Amalgamated Company's Common Shares will also be listed on the Oslo Stock Exchange, in replacement of the current listing of Common Shares of the Company.

In conformity with the requirements of the Oslo Stock Exchange we also distribute to you a Listing Prospectus for the Amalgamated Company's Common Shares.

To assure your Common Shares are voted at the Extraordinary General Meeting, please promptly sign, date and return the enclosed proxy card so that it will be received in time.

The Company's Board of Directors recommends that you vote in favor of the matters to be considered at the meeting.

Sincerely,

Christer Olsson
Chairman of the Board