



INVESTOR
RELATIONS

Minutes AGM 2013

MINUTES of the 2013 Annual General Meeting of WILSON SONS LIMITED (the "Company") held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda on 26 April 2013 at 10:00 am.

PRESENT: OCEAN WILSONS HOLDINGS LIMITED (in respect of 41,444,000 shares) represented by Marcello Ausenda

BANK OF NEW YORK DEPOSITORY (NOMINEES) LIMITED (in respect of 17,730,548 shares) represented by Erik Gotfredsen

IN ATTENDANCE: Dawna Ferguson (Secretary to the meeting)

1. FORMALITIES

By agreement, Mr. Ausenda chaired the meeting and Ms. Ferguson acted as Secretary to the meeting.

The Chairman confirmed that notice of the meeting had been given to all Members entitled to attend and vote at the meeting and that a quorum was present.

2. FINANCIAL STATEMENTS AND AUDITORS' REPORT

RESOLVED:

That the financial statements of the Company for the year ended 31 December 2012, together with the auditors' report thereon, laid before the meeting be and hereby are received and adopted.

3. LEGAL RESERVE

RESOLVED:

That, pursuant to Company Bye-law 15.3(a), no sums be credited to the Legal Reserve.

4. CONTINGENCY RESERVE

RESOLVED:

That, pursuant to Company Bye-law 15.3(b), no sums be set aside to the Contingency Reserve.

5. DISTRIBUTION TO SHAREHOLDERS

RESOLVED:

That, pursuant to Company Bye-law 15, USD 18,070,576.00 be made available to be distributed to Members.

6. APPOINTMENT OF AUDITORS

RESOLVED:

That KPMG be and are hereby appointed 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.

7. REMUNERATION OF AUDITORS

RESOLVED:

That the Board of Directors be and are hereby authorised to fix the remuneration of the auditors of the Company.

8. NUMBER OF DIRECTORS

RESOLVED:

That, pursuant to Company Bye-law 34.1, the number of Directors is and shall be seven (7).

9. APPOINTMENT OF DIRECTORS

RESOLVED:

That each of the following persons be re-elected and appointed as Directors of the Company until the conclusion of the 2015 Annual General Meeting:

Mr. Cezar Baiao

Mr. Andres Rozental

Mr. Paulo Fernando Fleury

Mr. William Henry Salomon

Mr. Felipe Gutterres

Mr. Jose Francisco Gouvea Vieira

Mr. Claudio Marote

10. APPOINTMENT OF CHAIRMAN OF THE BOARD

RESOLVED:

That Dr. José Francisco Gouvêa Vieira be and is hereby appointed to serve as Chairman of the Board of Directors until the conclusion of the 2014 Annual General Meeting.

11. APPOINTMENT OF DEPUTY CHAIRMAN OF THE BOARD

RESOLVED:

That Mr. William Henry Salomon be and is hereby appointed to serve as Deputy Chairman of the Board of Directors until the conclusion of the 2014 Annual General Meeting.

12. CLOSE

There being no further business, the proceedings then concluded.

M. Ausenda

Chairman