



INVESTOR
RELATIONS

Minutes AGM 2014

MINUTES of the 2014 Annual General Meeting of WILSON SONS LIMITED (the "Company") held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda on 30 April 2014 at 10:00 am.

PRESENT: OCEAN WILSONS HOLDINGS LIMITED (in respect of 41,444,000 shares) represented by [Chiara Nannini]

BANK OF NEW YORK DEPOSITORY (NOMINEES) LIMITED (in respect of 12,076,423 shares) represented by Erik Gotfredsen

IN ATTENDANCE: Malcolm S. Mitchell (Secretary to the meeting)

1. FORMALITIES

By agreement, Mr. Erik Gotfredsen chaired the meeting and Mr. Malcolm S. Mitchell 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 2013, 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 27,034,720.00 be made available for distribution to Members at the discretion of the Board of Directors.

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

The Chairman noted that at the previous Annual General Meeting each of the following persons had been appointed 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. José Francisco Gouvêa Vieira

Mr. Claudio Marote

10. APPOINTMENT OF CHAIRMAN OF THE BOARD

RESOLVED:

That Mr. José Francisco Gouvêa Vieira be and is hereby appointed to serve as Chairman of the Board of Directors until the conclusion of the 2015 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 2015 Annual General Meeting.

12. CLOSE

There being no further business, the proceedings then concluded.

Erik Gotfredsen

Chairman