



# Minutes AGM 2017

MINUTES of the 2017 Annual General Meeting of WILSON SONS LIMITED (the “Company”) held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda on 27 April 2017 at 10:00 am.

PRESENT: OCEAN WILSONS HOLDINGS LIMITED (in respect of 41,444,000 shares) represented by Mr. Malcolm S. Mitchell.

BANK OF NEW YORK DEPOSITORY (NOMINEES) LIMITED (in respect of 14,677,339 shares) represented by Mr. Victor Richards.

IN ATTENDANCE: Mr. M. Mitchell (Secretary)

## 1. FORMALITIES

By agreement, Mr. Malcolm S. Mitchell chaired the meeting and acted as Secretary to the meeting.

The Chairman confirmed that notice of 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 for the year ended 31 December 2016, 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:

Pursuant to Bye-law 15, that USD 36,994,880.00 be made available for distribution to members at the discretion of the Board.

#### 6. APPOINTMENT OF AUDITORS

RESOLVED:

That Ernst & Young be and are hereby appointed as auditor 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 of the Company be and are hereby authorised to establish the remuneration of the auditor.

#### 8. DIRECTORS

RESOLVED:

(i) That the number of Directors be six (6); and

(ii) That each of the following persons be and is hereby re-elected and appointed as a Director of the Company until the conclusion of the 2019 Annual General Meeting or until their appointment is terminated in accordance with the Bya-Laws:

Mr. Cezar Baiao	Mr. William Henry Salomon
Mr. Claudio Marote	Mr. Jose Francisco Gouvea Vieira
Mr. Andres Rozental	Mr. Claudio Frischtak

#### 9. APPOINTMENT OF CHAIRMAN AND DEPUTY 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 2018 Annual General Meeting.

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 2018 Annual General Meeting.

10. CLOSE

There being no further business, the proceedings then concluded.

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Malcolm S. Mitchell  
Chairman