



Wilson, Sons

# Code of Ethical Conduct of Wilson Sons Holdings Brasil S.A.

Wilson Sons Holdings Brasil S.A. (the "Company"), through this Code of Ethical Conduct, intends to disseminate the moral and ethical values that guide its various business units throughout Brazil.

22 March 2022

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[Instagram.com/WilsonSons](https://www.instagram.com/WilsonSons)

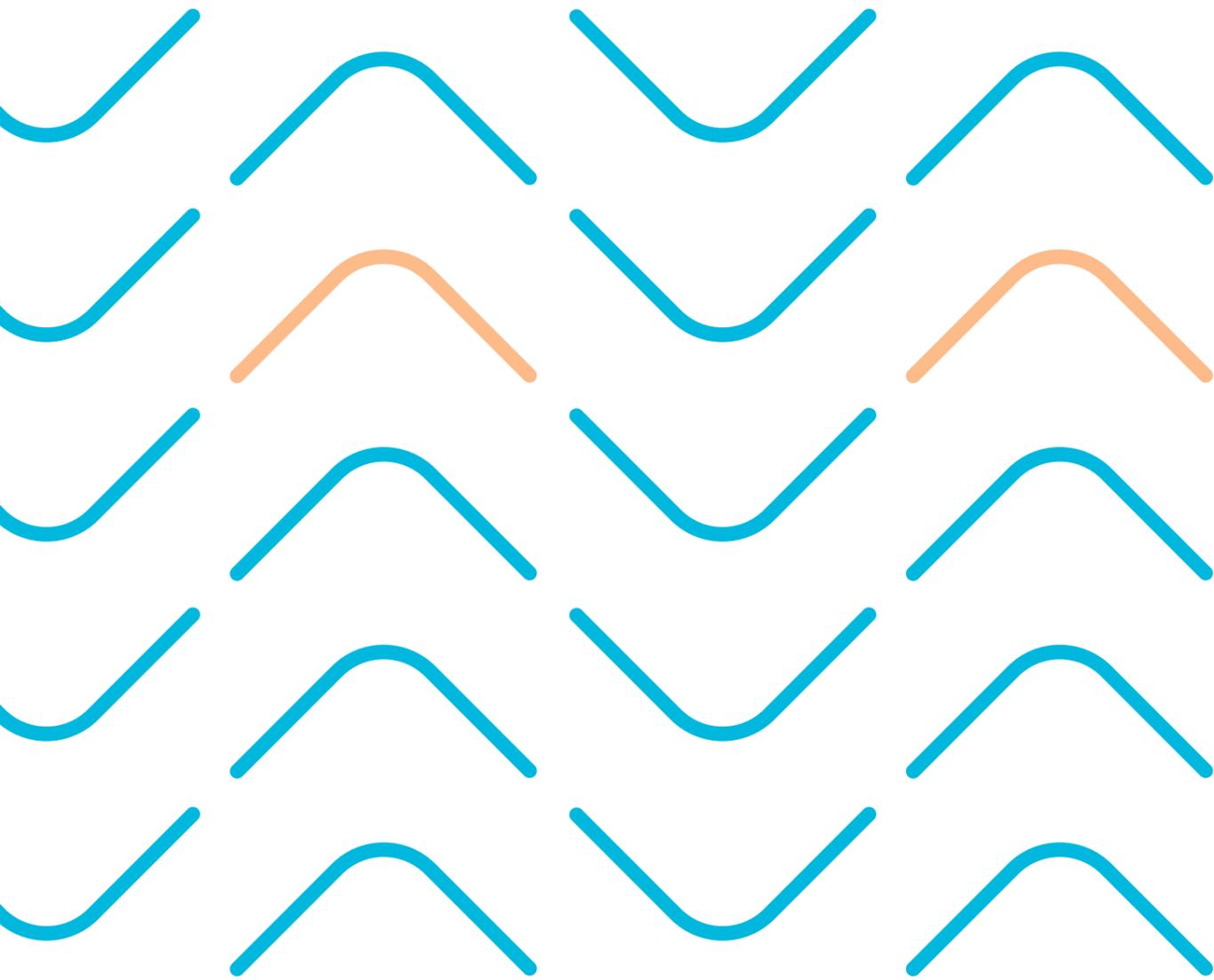


[Twitter.com/WilsonSonsBR](https://twitter.com/WilsonSonsBR)



[YouTube.com/WilsonSonsIR](https://www.youtube.com/WilsonSonsIR)





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# 01

## Message from the President

Dear employees,

With more than 180 years of existence, Wilson Sons, throughout its history, has always conducted its business with high ethical and moral standards. Our commitment to meeting these high standards is reflected in the company's financial soundness and continuity, which allows us to generate sustainable and trusting bonds with the different audiences with which we interact.

Our Code of Ethical Conduct seeks to provide, in a clear and simple way, rules and principles that will guide all our actions. We are aware of our role in inducing the transformations necessary to face the great challenges facing our country and humanity, and we understand the protagonist role of citizens and organizations.

Our rigorous engagement and commitment to complying with the guidelines contained in this Code are essential for living our Purpose and achieving our Strategy. For this, we must reinforce, day after day, our strong Culture and the Principles of ethical conduct, so that they are not only known, but also practiced by all of us.

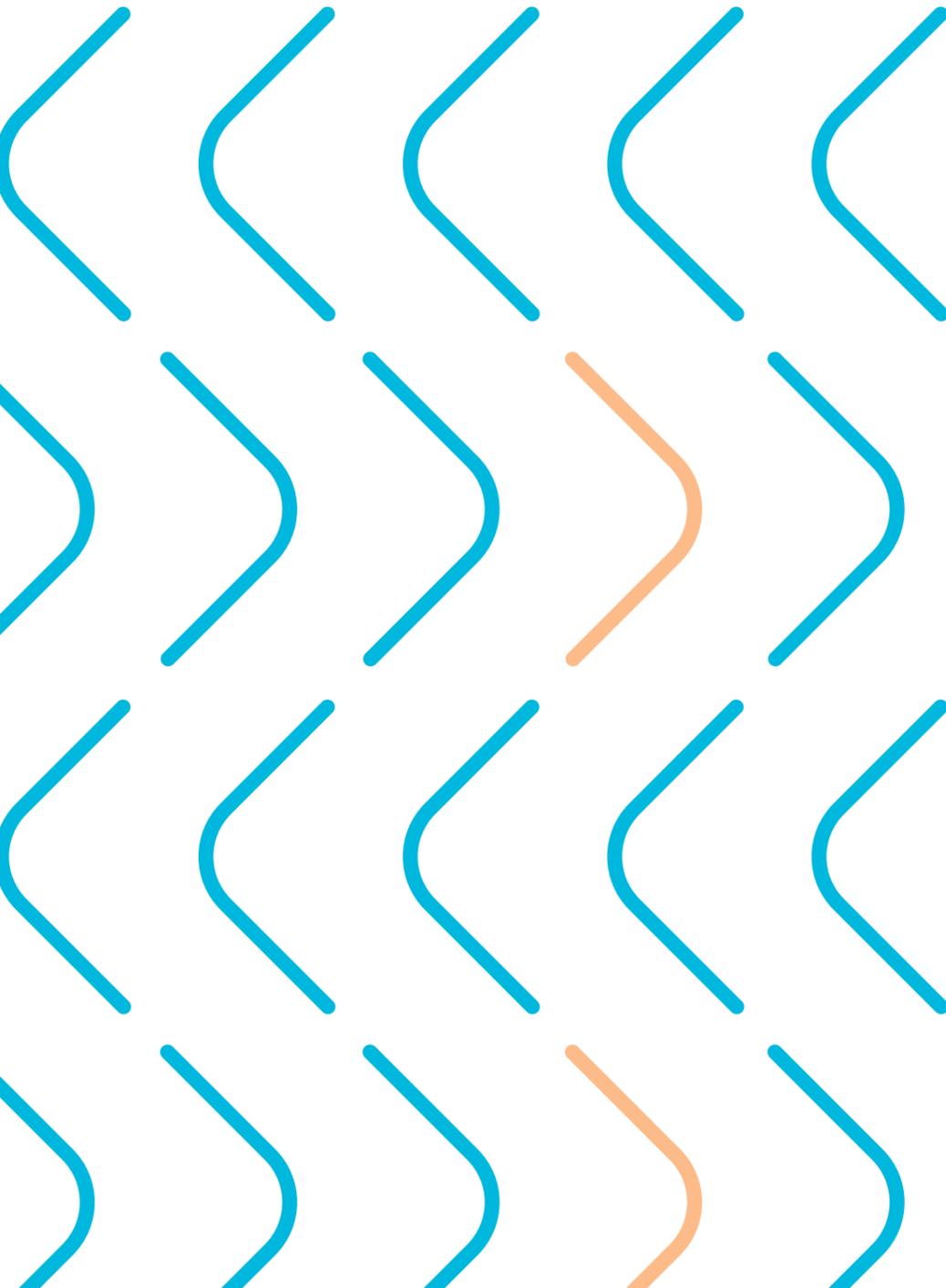
I rely on everyone's efforts to disseminate the precepts contained herein.

Integrity is a non-negotiable value, we are all responsible for safeguarding it.

Thank you very much



Fernando Salek  
*Presidente*



# 02

## Corporate Profile

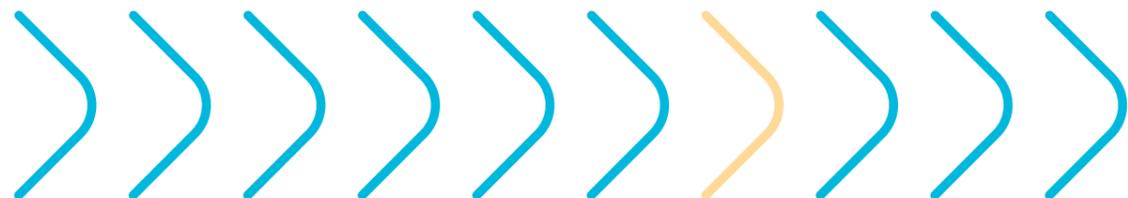
Through its subsidiaries, the Company is one of the largest integrated operators of port, maritime and logistics solutions in Brazil. With over 180 years of experience, the Company offers a complete range of services nationwide related to domestic and international trade, as well as the oil and gas industry. The Company's main operating activities are divided into the following business units: Container Terminals, Logistics, Tugboats, Maritime Agency, Shipyards, Offshore Support Bases and Offshore Support Vessels.

# 03

## Approval

**3.1** This Code has been approved in a meeting of the Board of Directors of the Company held on 22 March 2022.

**3.2** The Board of Directors is exclusively responsible for approving any changes to this Code.



# 04

## Corporate Identity

### MISSION

To develop and provide solutions with high value perceived by our customers in port, maritime and logistics activities in a sustainable and innovative way, valuing the development of our Employees.

### VISION OF FUTURE

Being the first choice for Employees, clients and investors in the segments in which we operate by growing in a bold, synergistic and sustainable way.

### STRATEGY

To grow grounded on existing skills and/or assets, strengthening current businesses and seeking new opportunities, with a focus on Brazil and Latin America.

### VALUES

- Our Employees come first.
- We maintain lasting, significant relationships with our clients.
- We have a sense of ownership.
- We act ethically.
- We care for the safety of people, for the preservation of the environment and for the communities where we are present.



# 05 Institutional Commitment

## 5.1 UNITED NATIONS GLOBAL COMPACT

In November 2009, the Company adhered to the United Nations Global Compact ("UN"). We recognize the Global Compact as an initiative in tune with the legitimate interests of society.



**1. TO RESPECT**  
and support internationally recognized human rights in the respective area of influence.



**2. TO MAKE SURE**  
the company does not engage in violations of human rights.



**3. TO SUPPORT**  
freedom of association and to recognize the right to collective bargaining.



**4. TO ELIMINATE**  
all forms of forced or compulsory labor.



**5. TO ERADICATE**  
all forms of child labor in the respective productive chain.



**6. TO STIMULATE**  
practices that eliminate any kind of discrimination in the workplace.



**7. TO ADOPT**  
practices that take a preventive, responsible and proactive approach to environmental challenges.



**8. TO DEVELOP**  
initiatives and practices to promote and disseminate socio-environmental responsibility.



**9. TO FOSTER**  
the development and dissemination of environmentally responsible technologies.

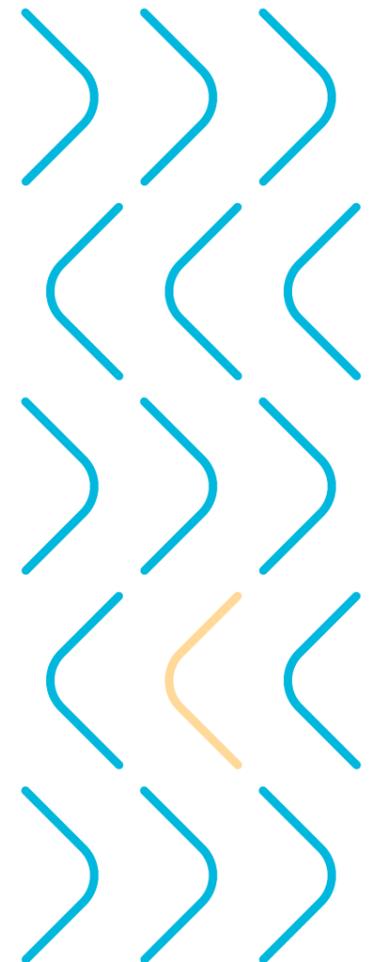


**10. TO FIGHT**  
corruption in all its forms, including extortion and bribery.

## 5.2. LETTER OF COMMITMENT - HUMAN RIGHTS

In June 2012, the Company adhered to the Ethos Institute's Letter of Commitment to Human Rights, and as a company engaged with corporate social responsibility and the construction of a fairer and more sustainable society, it is committed to respecting human rights in its operations, and working on six positive agendas for the promotion of human rights:

- a) Promotion of gender equality in the workplace;
- b) Promotion of racial equality in the workplace;
- c) Inclusion of people with disabilities;
- d) Support for the promotion of the rights of children, adolescents and the youth;
- e) Eradication of forced labour in value chains; and
- f) Guarantee of freedom of organization, respecting freedom of association and collective bargaining, strengthening the culture of dialogue with unions and seeking to eradicate discrimination practices against union activity.



# 06

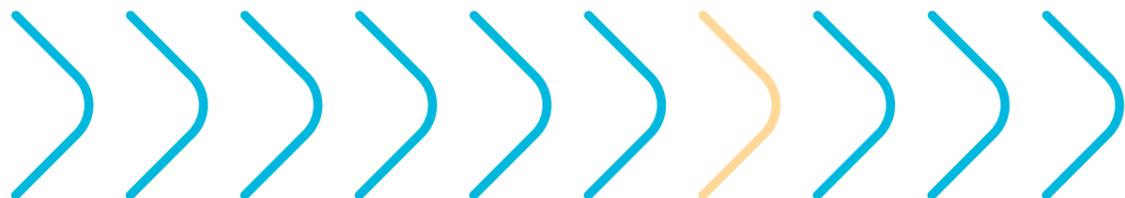
## Purpose

By publishing this Code, the Company aims to assist all those who represent it in adopting a uniform conduct of integrity in the operation and development of business, complying with the concepts, rules and guidelines contained in this document.

# 07

## Scope

The scope of this Code includes all the business units of the Company, including its subsidiaries, the members of the Board of Directors, Executive Officers, and Advisory Committees of the Board of Directors, the occupants of managerial functions, the employees, the interns (the "Employees") and the Company's suppliers, constituting an individual and collective commitment of each and every one of them to comply with it and to promote its compliance, in all actions of the production chain and in their relations with other stakeholders.



# 08

## Principles of the Code of Conduct

### 8.1. INTEGRITY

**8.1.1.** The Company and its Employees undertake to comply with the legislation and to not perform actions in violation of the Brazilian law, regulations and/or internal and external standards, acting with diligence and corporate responsibility.

**8.1.2.** We see child, forced or compulsory labour as intolerable.

**8.1.3.** We respect the copyright and intellectual property of third parties and do not allow the use or sharing of unauthorized or illegally obtained copies of third party materials, systems and software.

**8.1.4.** We are committed to initiatives to prevent and combat corruption in all its forms, establishing, through the Anti-Corruption Guide, behavioural standards for Employees in situations that may involve or characterize bribes and / or corruption.

Therefore, in practice we ought to:

- a)** Disseminate the ethical principles and commitments assumed in our Code and Anti-Corruption Guide for Employees, suppliers, agents, consultants and clients;
- b)** Require compliance with current laws and our Code in all our relationships with Employees, suppliers, agents, consultants and clients;
- c)** Refuse and refrain practices of corruption and bribery;
- d)** Contribute to the inspection and control of the public authorities;
- e)** Comply with the legislation in force in the country and align with national and international standards and principles;
- f)** Select and contract suppliers and service providers based on legal, technical, quality and cost criteria, requiring an ethical profile, including their production

chains in social and environmental management practices, refusing child labour, forced or compulsory labour, unfair competition and other practices contrary to the commitments of this Code;

- g)** Efficiently manage this Code, encouraging compliance with it and establishing a neutral and impartial communication channel with its stakeholders, where doubts can be resolved or any deviations or non-compliance with the provisions set out in this Code can be reported;
- h)** Expressly prohibit any retaliation against a person who, in good faith, reports, expresses suspicion, doubt or concern about any potential violation of this Code or of the current legislation; however, without exempting such person from penalty if their involvement in the violation is proven;
- i)** Protect the confidentiality of information about ethical deviations, in order to restrict access to those involved in the process of verifying the respective information, subject to the provisions of item 13 of this Code; aiming to preserve rights and neutrality of decisions, without external influences; and
- j)** Ensure transparency and balance in relations with related parties, subject to the provisions of the Company's Related Party Transaction Policy, and the information transmitted must be accurate and true, and it is the duty of managers to monitor and manage potential conflicts of interest of the Executive Officers and members of the Company's Board of Directors, in order to avoid misuse of the organization's assets and, especially, abuse.

## 8.2 TRANSPARENCY

**8.2.1.** We operate with transparency and truth in all our relationships.

**8.2.2.** We are committed to protecting the privacy and confidentiality rights assumed before stakeholders.

Therefore, in practice we ought to:

- a)** Provide timely, accurate and complete information, consistent with its obligations and maintain the confidentiality of information, avoiding the selective disclosure of market-sensitive financial data, subject to the provisions of the Company's Material Act or Fact Disclosure Policy; and
- b)** Promote honest and fair dealings, not manipulating and/or using privileged information that may result in undue advantage subject to the provisions of the Company's Securities Trading Policy.

## 8.3 EQUALITY

**8.3.1.** We respect the differences and diversities in their multiple forms and manifestations.

**8.3.2.** We recognize, respect and value the interests and rights of all stakeholders and promote their involvement in the search for appropriate and sustainable solutions for all, fostering an environment of suggestions and criticisms.

**8.3.3.** We consider it tolerable to contract professionals with relatives in the organization, as long as they are not involved or directly connected in the hiring process, and who have gone through the admission process within all established normative parameters.

Therefore, in practice we ought to:

- a)** Follow internal regulations regarding the hiring of individuals with a degree of kinship with our professionals and directors, in order to avoid conflicts of interest. The hiring of Employees family members will be accepted by the Company, provided that they do not have any privileges in relation to positions, salaries and benefits, and everyone must have competed on equal terms with other candidates;
- b)** Guarantee the balance and equity of our decisions, with the objective of respecting the rights of the group of shareholders; and
- c)** Act fairly and guarantee equality among all shareholders.

## 8.4 REPORTING

**8.4.1.** The Company's Employees must be accountable for their performance in a clear, concise, understandable and timely manner by fully assuming the consequences of their acts and omissions and acting with diligence and responsibility within the scope of their roles.

Therefore, in practice we ought to:

- a)** Disclose the results at the correct time and in a reliable and transparent manner, in accordance with the legislation committed to the accuracy and consistency of the information;
- b)** Regularly report actions, investing in building a relationship of trust with its various stakeholders; and
- c)** Understand and take responsibility for the role related to their position and performance, acting with diligence and responsibility.

## 8.5. CORPORATE RESPONSIBILITY

**8.5.1.** We act with transparency, diligence and responsibility in decision making, always ensuring the economic and financial viability of the organization.

**8.5.2.** We seek to ensure the return on invested capital to shareholders, encouraging them to continually reinvest in business for the Company's perpetuity.

**8.5.3.** We promote the incentive to innovation and technological development. Therefore, in practice we ought to:

- a)** Constantly seek to increase efficiency, productivity, effectiveness and competitiveness by conducting businesses and activities with social and environmental responsibility in order to contribute to sustainable development;
- b)** Comply with the legal system, including Safety, Medicine and the Environmental laws, as well as anti-corruption laws, maintaining a culture of integrity;
- c)** Avoid exposure to risks by our Employees and / or the communities in which we operate; and
- d)** Act proactively in pursuit of increasing levels of excellence and profitability.

## 8.6. VALUATION OF HUMAN CAPITAL

**8.6.1.** We promote care with quality of life, health and safety.

**8.6.2.** We promote equal opportunities by recognizing, rewarding and investing in people based on merit.

**8.6.3.** We encourage the development of our Employees by creating opportunities for advancement, valuing enthusiasm and commitment to the Company cause, recognizing their contribution fairly.

**8.6.4.** We consider harassment and discrimination of any kind to be unacceptable, and we promote a respectful relationship in our work environment.

Therefore, in practice we ought to:

- a)** Ensure the development of a culture of safety, environment and health in the work environment, providing all necessary conditions and means;
- b)** Maintain isonomic admission, training, development and dismissal rules;
- c)** Respect and promote diversity by combating all forms of prejudice;

**d)** Prevent any type of discriminatory treatment based on race, ethnic origin, nationality, social position, age, religion, gender, sexual orientation, personal aesthetics, physical, mental or psychological condition, marital status, opinion, political belief or any individual differentiation factor; and

**e)** Develop a business culture that values the exchange and dissemination of knowledge and promote the continuous training of its Employees.

## 8.7 ENVIRONMENTAL SUSTAINABILITY

**8.7.1.** We evaluate the impacts of our actions in order to minimize the consequences on the environment.

**8.7.2.** We adopt technological innovations in order to develop our activities safely and effectively.

**8.7.3.** We foster education, awareness and commitment of people to environmental protection.

Therefore, in practice we ought to:

- a)** Promote the sustainable use of natural resources, reduce consumption, recycle materials, reduce solid waste and emission of pollutants;
- a)** Identify, evaluate and manage the business units, acting preventively and correctively in the prevention and mitigation of environmental impacts and liabilities; and
- a)** Develop programs focused on maximizing their energy efficiency.

## 8.8. SOCIAL SUSTAINABILITY

**8.8.1.** We respect legal, social, cultural, religious and political particularities, complying with laws, rules and internal procedures by promoting socio-cultural diversity.

**8.8.2.** We seek to contribute to the economic, social development and well-being of the population where we operate.

Therefore, in practice we ought to:

- a)** Maintain institutional channels of negotiation with the union entities representing the Employees seeking to reconcile interests, observe rights and duties and respecting the right of Employees to associate freely with the unions;

- b)** Prevent, monitor, evaluate and control the impacts of our activities on the communities where we operate by informing clients, the community and society about possible environmental and accident risks resulting from operational failures. In case of an accident, inform them immediately;
- c)** Establish a permanent communication channel and encourage dialogue with the communities where we operate;
- d)** Encourage volunteering among its Employees in order to enhance their skills for the benefit of the surrounding communities;
- e)** Promote social awareness and the full exercise of citizenship through institutional example;
- f)** Articulate, in partnership with educational institutions, the improvement of the qualification of the labour force in the segment in which the company operates
- g)** Contribute to the economic, social, technological, environmental, political and cultural development of Brazil; and
- h)** Support actions and activities aimed at research, development and innovation that can help raise the standard of the Brazilian products and services industry.

## 8.9. CUSTOMER SATISFACTION

**8.9.1.** We seek to act proactively and constantly in improving the quality of our services in order to provide them with reliability, efficiency and safety, striving for responsible action.

**8.9.2.** We welcome clients' opinions with the aim to improve our services. Therefore, in practice we ought to:

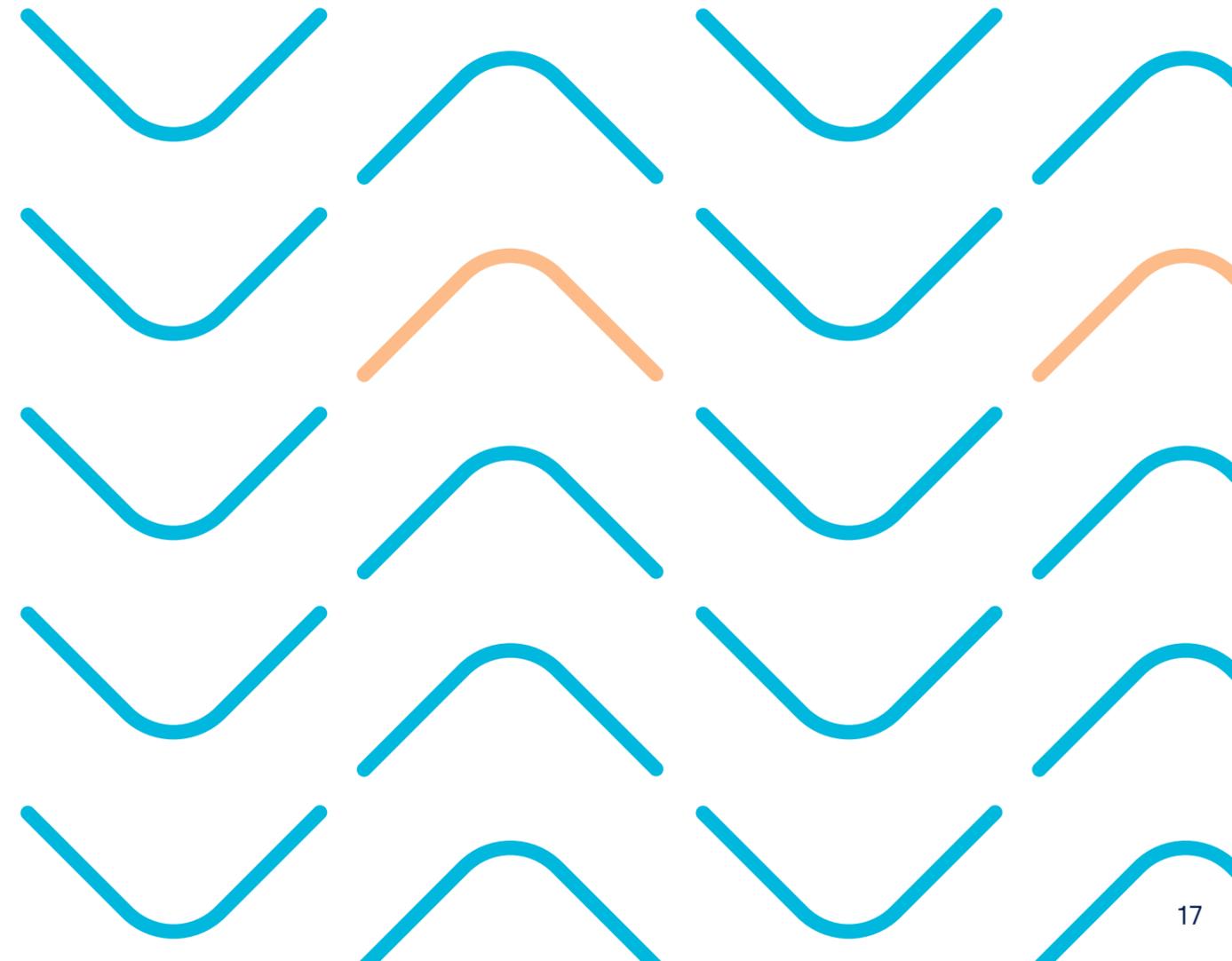
- a)** Offer quality services, with advanced technology and an efficient and effective service standard seeking full satisfaction and continuity in relationships;
- a)** Promote a continuous interface with clients considering their opinions in order to better serve them; and
- a)** Invest in technology in business for the benefit of clients, always aiming to serve them with quality and in a sustainable manner.

## 8.10. RESPECT FOR COMPETITION

**8.10.1.** The Company will always compete fairly and ethically, not tolerating any practice of anti-competitive behaviour, such as cartel formation or abuse of market power.

Therefore, in practice we ought to:

- a)** Maintain relationships based on respect and honesty; and
- b)** Develop improvements in the operation segment with competitors focused on social and environmental responsibility. qualquer prática de comportamentos anticompetitivos, tais como formação de cartéis ou abuso de poder de mercado.



# 09

## Commitments to Ethical Conduct

The commitments of all the Company's Employees, in their work relationships, are:

- a)** Be honest, fair, dignified, cordial and considerate to all people with whom they relate, respecting individual differences;
- b)** Exercise the right to refuse, not carrying out any practice that may be in conflict with the interests of the Company, communicating to their hierarchical superiors or ethics channel any alleged conflict of interest;
- c)** Ensure professional secrecy and, when it is manifested in a public or private environment, always preserve the interests of the Company;
- d)** Use material and immaterial assets in a correct manner, not using them to obtain personal advantage or that of third parties seeking to preserve and strengthen the image and reputation of the Company;
- e)** Not use the position or function exercised to obtain undue advantages;
- f)** Not act with prejudice, discrimination, threats, blackmail, false testimony, moral harassment, sexual harassment, misrepresentation or any other act contrary to the ethical principles and commitments of this Code and immediately report the transgressors to the Ethics Channel;
- g)** Respect intellectual property and recognize the merits related to work carried out by colleagues, regardless of hierarchical level;
- h)** Do not demand, imply, accept or offer any kind of favour, advantage, benefit, donation, bonus, for yourself or any other person, in return for your professional activities;
- i)** Ensure the defence of life and the physical safety of people and facilities, as well as the preservation of the environment; and
- j)** Not being in a work situation under the influence of alcohol and / or other drugs, as established in internal regulations.

# 10

## Relationship with Public Agents

**10.1.** The Company has a specific document with anti-corruption guidelines called the "Anti-Corruption Guide", which disseminates the moral and ethical values that guide its activities and reiterates its principle of combating corruption in all its forms, being reinforced in this Code, the premises to be considered in the relationship with public agents.

**10.2.** All and any interaction or communication with public agents or national or international government entities must be conducted in a transparent manner, in accordance with the ethical principles established in this Code, as well as in compliance with the applicable laws and standards, in order to ensure the construction of integral and contributory relations.

**10.3.** The Company rejects and does not tolerate acts of corruption by its Employees. All of the Company's activities must be carried out in compliance with the applicable legislation and the values and principles described in this Code, with the following practices, for example, being prohibited:

- a)** promise, offer or give, directly or indirectly, undue advantage to a public agent or third party related to him/her, with the objective of obtaining benefits, advantages, agreements or favourable actions, either for themselves or for the Company;
- b)** finance, fund, sponsor or in any way provide financial assistance for the practice of unlawful acts provided for in Brazilian anti-corruption legislation;
- c)** use individual or legal entity to conceal or disguise their real interests or the identity of the beneficiaries of the acts practised;
- d)** frustrate or defraud, through adjustment, combination or any other expedient the competitive nature of the public or private bidding procedure, or any resulting contract;
- e)** remove or seek to remove a bidder in any type of competitive process through fraud or offer of an advantage of any kind;

- f) create, in a fraudulent or irregular way, a legal entity in order to participate in public or private bidding or celebrate an administrative contract; and
- g) interfere in the investigation or inspection of agencies, entities or public agents, or intervene in their activities, including within the scope of regulatory agencies and inspection bodies of the national financial system.

**10.4.** Any violation of this Code originated in an act of corruption will subject the infringer, in any case, to the termination of his/her contract or relationship with the Company, without prejudice to the actions for reimbursement of any losses caused to the Company.

# 11 Gifts, Presents and Hospitality

The following prohibitions should be considered:

- The Company does not accept the offer or receipt, directly or indirectly, of gifts, presents and hospitality that do not respect the rules or applicable legislation, with the intention of obtaining or granting improper privileges or benefits to the person or the Company.
- The Company prohibits offering of any kind to candidates, political parties, party representatives or similar campaigns, as required by law.

However, as long as they do not create a conflict of interest, the following offers are acceptable:

TABLE OF GIFTS, PRESENTS AND HOSPITALITY		
ITEM	RECEIPT	OFFERS
<b>INSTITUTIONAL GIFTS</b>	Allowed, as long as it has symbolic value and bears the company logo.	Allowed, as long as it has symbolic value and bears the company logo.
<b>PRESENTS AND ENTERTAINMENT</b>	Limited to <b>R\$ 350</b> per person or group.	Limited to <b>R\$ 350</b> per person or group, and approved by the business VP
<b>MEALS</b>	Limited to <b>R\$ 1.000</b> per person.	Limited to <b>R\$ 1.000</b> per person.
<b>FAIRS AND EVENTS</b>	They can only be accepted if the offer in question refers to the increment of the work process or promotion of business respecting the following rules: Up to <b>R\$ 3.000</b> - approved by the Executive Officer or VP of the business unit and registration in the ethics channel (include evidence of approval). Above <b>R\$ 3.000</b> - must be submitted to the Ethics Committee for assessment.	They can only be offered if the offer in question refers to the increment of the work process or promotion of business respecting the following rules: Up to <b>R\$ 3.000</b> - approved by the Executive Officer or VP of the business unit and registration in the ethics channel (include evidence of approval). Above <b>R\$ 3.000</b> - must be submitted to the Ethics Committee for assessment.
<b>COURSES AND TRAINING</b>	They can only be accepted if the offer in question refers to the increment of the work process respecting the following rules: Up to <b>R\$ 3.000</b> - approved by the Executive Officer or VP of the business unit and registration in the ethics channel (include evidence of approval). Above <b>R\$ 3.000</b> - must be submitted to the Ethics Committee for assessment.	They can only be offered if the offer in question refers to the promotion of business respecting the following rules: Up to <b>R\$ 3.000</b> - approved by the Executive Officer or VP of the business unit and registration in the ethics channel (include evidence of approval). Above <b>R\$ 3.000</b> - must be submitted to the Ethics Committee for assessment.

The offer of gifts, presents and hospitality provided for in the company's rules must always respect the internal rules of clients, suppliers or business partners. All other exceptions must be submitted to the Ethics Committee for analysis through a record of doubts in the Ethics Channel ([contatoseguro.com.br/wilsonsons](http://contatoseguro.com.br/wilsonsons)).

## Special Definitions

The Company understands that, in view of the potential conflict of the activities it performs, Employees in the supply area, contract managers and all Employees who negotiate directly with suppliers, will only be able to accept institutional gifts. All other events must be submitted to the Ethics Committee for analysis through a record of doubts in the Ethics Channel ([contatoseguro.com.br/wilsonsons](http://contatoseguro.com.br/wilsonsons)).

# 12

## Additional Provisions

### 12.1. MANAGEMENT AND COMMUNICATION OF THE CODE OF ETHICAL CONDUCT

**12.1.1.** The Ethics Committee is the body responsible for the elaboration of this Code, its management, application, inspection, communication and updating, as well as for determining the necessary actions for the disclosure and dissemination of the highest standards of ethical conduct of the Company.

**12.1.2.** Employees will become formally aware of this Code, which will be widely disseminated in print and electronically.

**12.1.3.** The Company will submit this Code to periodic reviews.

**12.1.4.** All Company Employees must declare their awareness and agreement with the terms of this Code, by signing a declaration in the attached template and delivering it to the Human and Organizational Development area - DHO.

**12.1.5.** The Company assumes responsibility for creating a culture that is aware of the provisions of this Code of Conduct at all levels of its structure, thus offering periodic training promoted by the Compliance Area to all its Employees.

**12.1.6.** Participation in training sessions is mandatory for all Employees, without distinction, and must be confirmed by signing the attendance list for each training (in the case of face-to-face training) or by using a distance learning tool (EAD) provided by the Company.

### 12.2. COMPLIANCE AREA

**12.2.1.** The Company's Compliance Area is responsible for:

- a)** carry out the compliance program, aimed at disseminating the Company's ethical and anti-corruption culture, whose initiatives include training Employees so that ethical and anti-corruption concepts are renewed;

- b)** create rules for the control of documents and information on relations with the Government and report its activities to the Company's Executive Board; and
- c)** propose to the Executive Board actions that contribute to consolidating the culture of ethics/anti-corruption with the various agents that relate to the Company.

### 12.3. ETHICS CHANNEL

**12.3.1** Clarifications of doubts and / or records of (internal or external) reports and complaints related to non-compliance with rules and responsibilities established in this Code or the Company's internal policies and procedures, or applicable laws, standards and regulations, can be carried out through the Ethics Channel, at [contatoseguro.com.br/wilsonsons](http://contatoseguro.com.br/wilsonsons) or by phone 0800 602 6908

**12.3.2** All Employees, interested in the regularity of the Company's ethical posture, must provide information in a precise manner when called upon to collaborate with the conduct deviation investigations carried out by the group, with a view to ascertaining the facts.

**12.3.3** The Ethics Committee is responsible for handling reports and complaints, always preserving the anonymity of the whistle-blower, with autonomy to access documents, systems and people for the collection of information necessary for the investigation, as well as guarantees to avoid arbitrary punishments in order to perform their activities independently.

**12.3.4** The Company is committed to the non-retaliation of Employees who have made reports in good faith. Therefore, any attempt to retaliate against an Employee who has made a report, expressed suspicion, doubt or concern regarding possible violations will be considered a violation of this Code. Retaliation or its mere attempt must be investigated and may result in the application of disciplinary measures against the person responsible for the action.

**12.3.5** The Ethics Channel should not be used for personal complaints of employees or as a way of trying to damage the image of a co-worker. False or malicious accusations made with the intent to harm someone will also subject the offender to disciplinary action.

# 13

## Disciplinary Sanctions

**13.1.** Failure to comply with this Code, policies or other regulations of the Company is subject to disciplinary sanctions, such as verbal warning, written warning, suspension, dismissal without just cause, dismissal with just cause, among others. The cases of non-compliance will be the object of an internal evaluation and investigation process and measures, to be conducted by the Ethics Committee, which will care for the protection of the provider of the respective complaint and for the confidentiality of the information; subject to the provisions of applicable legislation and regulations, as well as the provisions below.

**13.1.1** If the violation involves matters related to the Audit Committee's attributions, including in case of violation of the Related Party Transactions Policy, the Ethics Committee shall take the matter to the Audit Committee coordinator (including, as applicable, by through special flows of forwarding reports within the scope of the Ethics Channel itself), so that it can convene a meeting of the Audit Committee to analyze the respective non-compliance. After the respective analysis, the Audit Committee should take the matter to the Chairman of the Board of Directors, so that he can call a meeting of the Board of Directors to assess and deliberate on the application of sanctions.

**13.1.2** If the infraction involves a violation of the Company's Material Act or Fact Disclosure Policy and/or the Company's Securities Trading Policy, the Ethics Committee shall take the matter to the Investor Relations Officer for to adopt the procedures provided for in the respective Policies; noted that if, however, the respective infringement involves members of the Executive Board, the Board of Directors, the Committees and/or the Fiscal Council (if installed), the Ethics Committee shall take the matter directly to the Chairman of the Board of Directors at form of item 13.1.3 below.

**13.1.3** If the violation involves members of the Executive Board, the Board of Directors, the Committees and/or the Fiscal Council (if installed), the Ethics Committee shall take the matter to the Chairman of the Board of Directors (including, as applicable, through special flows of forwarding reports within the scope of the Ethics Channel itself), to convene a meeting of the Board of Directors for assessment and deliberation on the application of sanctions. If the applicable measure is within the legal or statutory competence of the General Meeting, the Board of Directors shall convene it to resolve the matter.

**13.1.4** Except as provided for in items 13.1.1 to 13.1.3 above, in other cases of non-compliance with this Code, policies or other regulations of the Company, the Ethics Committee will be responsible for evaluating and deciding on the application of sanctions.

**13.2** With respect to suppliers and third parties, in case of violation of the Code's guidelines, their representative or employer will be notified informing the incident and demanding their immediate regularization or replacement, as the case may be. There may also be communication of potentially unlawful conduct to the authorities to determine responsibilities.

**13.3** Additionally, conduct that violates the law can result in civil and criminal penalties.

# 14

## Final Provisions

**14.1** This Code will be disclosed by the Company on the page on the Company's worldwide computer network (<https://ri.wilsonsons.com.br>).

**14.2** This Code will only come into force and its terms and conditions will become effective as of the date of entry into force of the Novo Mercado Participation Agreement, to be entered into between the Company and B3 S.A. - Brasil, Bolsa, Balc o and will remain in force for an indefinite period.

**14.3** In the event of a conflict between the provisions of this Code and the Company's articles of incorporation, laws or other applicable rules, the latter shall prevail.

**14.4** Omitted cases will be decided by the Ethics Committee, Executive Board and, when relevant, submitted to the Company's Board of Directors.

**MEMORANDUM OF AGREEMENT**

I, (name and qualification), \_\_\_\_\_

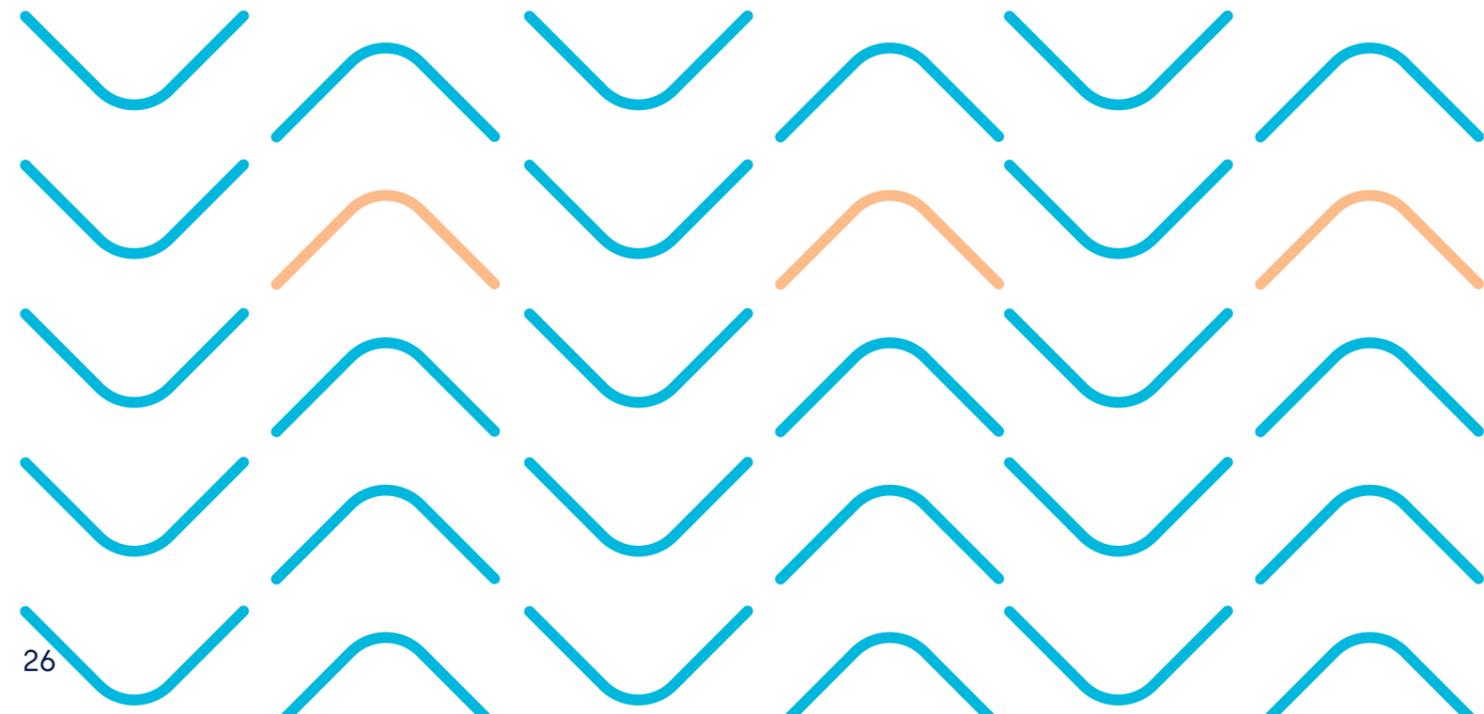
(position or title), \_\_\_\_\_

hereby declare that I am aware and understood the provisions contained in the Wilson Sons Holdings Brasil S.A. Code of Ethical Conduct (the "Company"), approved on March, 2022 by the Company's Board of Directors, a copy of which was delivered to me in this act, and which I undertake to respect, in the performance of my activities, in all their terms, conditions and ethical principles.

I further declare that in case of doubt or knowledge of violations to this Code, I will immediately inform the Ethics Committee, through the Company's Ethics Channel.

\_\_\_\_\_  
(city and date)

\_\_\_\_\_  
(name)





Wilson, Sons