



**Wilson, Sons**

## **ETHICS COMMITTEE INTERNAL REGULATION OF WILSON SONS S.A.**

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## ETHICS COMMITTEE INTERNAL REGULATION OF WILSON SONS S.A.

### 1. INTRODUCTION

1.1. This Internal Regulation (“Regulation”) was prepared in accordance with the Wilson Sons S.A. Code of Ethical Conduct (“Company”), with Law no. 6,404, of 15 December 1976, as amended and with the Novo Mercado Regulation and other applicable legal provisions, and aims to regulate the functioning of the Company’s Ethics Committee (“Committee”).

1.2. The Ethics Committee is directly linked to the Board of Directors, and has an advisory and informative nature, not exercising any executive or deliberative role that is not related to the application of disciplinary measures.

### 2. PURPOSE

2.1. The purpose of this Regulation is to establish the *modus operandi* of the Committee, its activities, reporting structure, roles and responsibilities of members, organisation and functioning.

### 3. APPROVAL

3.1. This Regulation was approved in the meeting of the Board of Directors held on 21 May 2021.

3.2. The Chief Executive Officer or the Chairman of the Board of Directors is responsible for proposing amendments to this Regulation, with the amendments being submitted for approval by the Board of Directors.

### 4. COMPOSITION

4.1. The Committee has a permanent operation and will be composed of at least 3 (three) and at most 5 (five) members, approved by the Board of Directors, who will serve for a term of 2 (two) years, with the possibility of renewal after the end of this term.

4.1.1. The appointment of Committee members will be made at the first meeting of the Board of Directors that takes place after the end of their terms.

4.2. The members of the Committee may be removed, at any time; however, the non-voluntary removal must be submitted to the approval of the Board of Directors of the Company.

4.3. The Committee must necessarily contain representatives from the following areas of the Company:

- Governance & Audit Management;

- Legal Board; and

- Organisational Development Board.

4.4. The Committee Coordinator (“Coordinator”) will always be a representative of the Company’s Governance & Audit area.

4.4.1. In his/her absence or temporary impediment, the Committee Coordinator may be replaced by a member appointed by the Committee itself.

4.5. The Company must provide all the resources necessary for the functioning of the Committee, including the availability of internal personnel to advise on the conduct of the work and to act as secretary for the meetings.

4.6. The members of the Committee will have total independence in the exercise of their duties, and must

keep the information received confidential, in compliance with the applicable legal, statutory and / or regulatory provisions.

## **5. REPORTING STRUCTURE**

5.1. The Committee shall report its activities to the Board of Directors and functionally to the Chief Executive Officer.

## **6. FUNCTIONING AND DUTIES**

6.1. In order to fulfill its attributions, the Committee will meet on an ordinary basis every two months and extraordinarily whenever necessary.

6.1.1. Ordinary meetings will be called by the Committee Coordinator, at least 5 (five) working days in advance, and started with the presence of all members.

6.1.2. Extraordinary meetings may be called by any members of the Committee, without prior notice, and installed with the presence of at least 2 members.

6.2. The call must contain the matter to be discussed, as well as supporting material, if applicable. When the Committee is asked to express its opinion on matters considered more complex, which require more time for analysis, the responsible areas shall use their best efforts to forward the respective material with a notice period longer than that indicated above.

6.3. The recommendations will be made based on the consensus of the simple majority of the members present, excluding the votes of any members with interests that conflict with those of the Company, and must be taken with the interests of the Company in mind.

6.4. If there is no consensus among the members of the Committee regarding the recommendation of a certain matter, the divergences found must be recorded in the minutes for referral and knowledge by the Board of Directors and the Chief Executive Officer.

6.5. The participation of third parties in Committee meetings is allowed, provided that it is previously authorised by the Committee Coordinator and that such participation is pertinent to the development of the Committee's work. Such third parties will not participate in the recommendations issued by the Committee.

6.6. If there is a need for a reserved and/or strategic discussion, even if within the scope of the theme for which the participation of third parties has been justified, they must be absent from the environment while these discussions persist.

6.7. The Committee may, within the scope of its attributions, use the work of external experts, whose responsibility for hiring and for costs will be attributed to the Company, subject to the Company's internal hiring policies.

6.8. The hiring of external experts to support the Committee's activities will be decided by the majority of its members and must be previously approved by the Chief Executive Officer and, whenever necessary, by the Board of Directors, which will establish the criteria and conditions for hiring.

6.9. The members of the Committee have a duty of loyalty to the Company, and may not disclose documents or information about its business to third parties, and must keep confidential any relevant, privileged or strategic information of the Company, obtained by reason of their position, as well as ensure that third parties do not have access to it, and it is prohibited to use the information to obtain, for themselves or others, any type of advantage. The members of the Committee shall observe the rules on due diligence and loyalty, conflicts of interest and duty to inform.

## 7. ETHICS CHANNEL

7.1. Upon receipt of a report made through the Ethics Channel, as reported by the specialised company that carries out its management, the Committee will start handling it, proceeding to:

- (a) assessing the applicability of the report to the Ethics Channel, that is, whether it is related to the pillars of the channel (behaviour, fraud and corruption).
- (b) requesting supplements to reports that are poor in content or incomplete;
- (c) evaluating the evidence eventually registered in the system by the complainant;
- (d) assessing the need for investigation (internal or external);
- (e) resolving on the application of disciplinary measures; and
- (f) defining preventive measures to mitigate inappropriate behaviour and violations of the Code of Ethical Conduct.

Every six months, or whenever necessary, the Committee Coordinator will report to the Audit Committee of the Board of Directors and the Chief Executive Officer, a presentation summarising the statistics and evolution of the Committee's work. Details of the cases and investigations that run confidentially will not be informed in order to always preserve the confidentiality of those involved in each case.

7.2. The Committee may establish specific subcommittees to support the treatment of any event that deviates from specific ethical/ anti-corruption precepts. The subcommittee will be closed after the conclusion of the case that gave rise to its formation.

7.3. Other people may attend the meetings, at the discretion of the Committee, whose statements and clarifications may contribute to the analysis and decision-making. The Committee Coordinator may appoint a professional from the Governance area to act as the Committee's Secretary, who must commit to the confidentiality of the data.

7.4. The parameters defined in the ethics channel already consider special flows for forwarding reports to the Chairman of the Board of Directors, if members of senior management are involved in unethical behaviour.

## 8. PERFORMANCE ASSESSMENT

The Committee shall carry out, at least, every two years, a self-assessment of its own activity and the individual assessment of its members.

8.1. The Committee Coordinator will conduct the formal assessment process, with all members having to answer specific questions and make their assessment on the five fundamental dimensions for the effectiveness of the body:

- (a) strategic focus of the Committee;
- (b) knowledge and information about the Company's business and operations;
- (c) independence and work process of the Committee;
- (d) operation of the meetings and the Committee; and
- (e) motivation and alignment of interests.

8.2. The assessment must be carried out at least once during the term of the Committee.

8.3. The consolidated results of the assessments will be made available to all members of the Committee and the Board of Directors. The results of the individual assessments will be made available to the person in question, the Committee Coordinator and the Chairman of the Board of Directors.

## 9. REGISTRATION AND SAFEGUARD OF THE MINUTES OF THE MEETING

9.1. The minutes of the meetings are intended to register reports, deliberations, demands and other matters discussed by the Committee. The minutes of the meetings will be validated by e-mail by the attending members of the Committee.

9.2. The absences of committee members will be recorded in the minutes, as well as the extraordinary participation of guests at Committee meetings.

9.3. The minutes of the meetings will be controlled and kept in an organized manner by the Committee Coordinator, being available to meet the demands of the Board of Directors and the Chief Executive Officer.

## 10. ROLES AND RESPONSIBILITIES

AREA/ RESPONSIBLE	RESPONSIBILITY
<p style="text-align: center;"><b>Board of Directors</b></p>	<p>I. approve the structure (components/ positions) of the Ethics Committee and, on its own initiative, prepare a proposal on the Committee's scope, composition, operation and activities</p> <p>II. approve this Regulation and any amendments thereto in the Committee;</p> <p>III. support the Committee in the application of its deliberations, when applicable; and</p> <p>IV. supervise the functioning of the Committee.</p>
<p style="text-align: center;"><b>CEO</b></p>	<p>I. prepare a proposal on the scope, composition, operation and activities of the Committee, submitting it to the Board of Directors for approval.</p> <p>II. provide space in your agenda for regular presentation of the Committee's activities.</p>
<p style="text-align: center;"><b>Coordinator of Ethics Committee</b></p>	<p>I. manage the reports received through the Ethics Channel;</p> <p>II. coordinate the activities and meetings of the Committee;</p> <p>III. call the Committee meetings;</p> <p>IV. propose the agenda for the meetings of the Committee, as well as their respective minutes;</p> <p>V. propose to the members of the Committee, in December of each year, the annual calendar of meetings.</p> <p>VI. chair the meetings, opening them, closing them or adjourning them when applicable;</p> <p>VII. distribute work and processes to Committee members;</p> <p>VIII. comply and cause the compliance with the deliberations of the Committee;</p> <p>IX. Interface with investigations and audit, ensuring that case response deadlines are met.</p>

<p><b>Ethics Committee</b></p>	<p>I. analyse the reports, investigate, prepare relevant responses and close the cases reported to the Ethics Channel;</p> <p>II. resolve on reports from the Ethics Channel;</p> <p>III. ensure the independence of the analyses and deliberate on actions and measures to be taken in view of the manifestations received;</p> <p>IV. decide, when necessary, the disciplinary measures to be applied for non-compliance with the Code of Ethical Conduct;</p> <p>V. ensure that information from the Ethics Channel and investigation reports are treated confidentially;</p> <p>VI. monitor and provide an opinion on the revision of the Company's Code of Ethical Conduct and Anti-Corruption Guide;</p> <p>VII. monitor unethical occurrences and those related to the practice of corruption in progress and resolve conflicts not provided for in the Code of Ethical Conduct and Anti-Corruption Guide;</p> <p>VIII. propose to the Board of Directors and the Chief Executive Officer actions that contribute to consolidating the culture of ethics / anti-corruption with the various agents that relate to the Company;</p> <p>IX. ensure that infractions and violations are followed by applicable disciplinary actions, regardless of hierarchical level, without prejudice to applicable legal penalties;</p> <p>X. disclose, promote, monitor and enforce the Code of Ethical Conduct and the Anti-Corruption Guide;</p> <p>XI. ensure the Board of Directors is aware of matters that may significantly impact the organisation's image;</p> <p>XII. support the Compliance area with regard to initiatives aimed at the Compliance Program; and</p> <p>XIII. clarify doubts and receive suggestions regarding the Code of Ethical Conduct.</p>
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**11. GENERAL PROVISIONS**

- 11.1. The Committee is independent in the exercise of their duties, and must keep the information received from the Company confidential. The role of the member of the Committee is non-delegable and unpaid.
- 11.2. Committee members are subject to the same disciplinary measures contained in the Company's internal procedures.
- 11.3. In the event of a conflict between the provisions of this Regulation and the Company's bylaws or other applicable rules and laws, the latter shall prevail to the extent of the conflict.
- 11.4. Omitted cases will be decided by the Committee and, when necessary, the Board of Directors of the Company.

## 12. REFERENCES

- Code of Ethical Conduct of the Company;
- WS Anti-corruption Guide;
- Law no. 12/846, of 1 August 2013 (administrative and civil liability of legal entities for the practice of acts against national or foreign public administration);
- Decree no. 8,420, of 18 March 2015 (regulates Law no. 12,846, of 1 August 2013);
- Decree-Law no. 2,848, of 7 December 1940 (Criminal Code);
- Novo Mercado Regulation;
- Law no. 6,404, of 15 December 1976 (Brazilian Corporate Law); and
- United Nations Global Compact.

## 13. TERM AND REVIEW OF THE DOCUMENT

- 13.1. This normative document comes into force from the date of its approval and will remain in force for an indefinite period.