



Management proposal for the
Extraordinary General Meeting to
be held on 23 January 2024



WILSON SONS S.A.

CNPJ/MF 33.130.691/0001-05

NIRE 33.3.00337431

Management Proposal for the Extraordinary General Meeting

Rio de Janeiro, 20 December 2023 – The management of **WILSON SONS S.A.**, a publicly held company ("Wilson Sons" or "Company"), submits the following proposal to the shareholders for consideration, to be resolved at the Extraordinary General Meeting ("General Meeting" or "EGM"), to be held on 23 January 2024, at 9:00 am (Brasília time), at the headquarters of Company at Praia de Botafogo, 186, 4th floor, Botafogo, Rio de Janeiro, RJ, CEP 22250-145, in accordance with CVM Resolution No. 80 of March 29, 2022 ("RCVM 80/22"), CVM Resolution No. 81 of March 29, 2022 ("RCVM 81/22"), with respect to Law No. 6,404, of December 15, 1976, ("Brazilian Corporations Law"), as amended, as well as the Company's bylaws, effective as of 24 April 2023 ("Bylaws"):

- I. Call notice for the Extraordinary General Meeting;
- II. Proposal for the overall compensation of the management, referring to the 2024 fiscal year and item 8 of the Reference Form; and
- III. Model of the Distance Voting Ballot (according to ANNEX M of RCVM 81/22 CVM)



Wilson, Sons

I. Call notice for the Extraordinary General Meeting



WILSON SONS S.A. – “WILSON SONS”

Extraordinary General Meeting

The notice calling for the Extraordinary General Meeting (“EGM”) will be published in the editions of December 21, 22, 23, 24, 25 and 26, 2023, of the newspaper Monitor Mercantil in print and on its website (<https://monitormercantil.com.br/>), and will also be available on the Company's investor relations website (www.wilsonsons.com.br/ir), on the B3 S.A. – Brasil, Bolsa, Balcão website (www.b3.com.br) and on the Brazilian Securities and Exchange Commission website (www.gov.br/cvm/).

The EGM will only be convened, on first call, with the presence of shareholders representing at least ¼ (one quarter) of the shares with voting rights, in accordance with article 125 of the Brazilian Corporation Law.

If the EGM is not convened on first call due to the lack of a minimum quorum for installation, as above, a new call will be made, at least 8 (eight) days in advance. The EGM on second call will be convened with the presence of any number of shareholders.

Approval of the matter to be considered at the EGM will depend on the affirmative vote of the absolute majority of the present shareholders with voting rights, blank votes will not be counted, in accordance with article 129 of the Brazilian Corporations Law.

The EGM will be called in accordance with the Brazilian Corporation Law and the Bylaws and will be installed and chaired in accordance with the Company's Bylaws.

The EGM may only deliberate on matters on the agenda, as set out in the respective call notice, subject to the exceptions provided for in the Brazilian Corporations Law.

Instructions for Participating in the General Meeting

The shareholder who wishes to be represented at the aforementioned EGM must comply with article 126 of the Brazilian Corporations Law, displaying at the time or depositing, preferably, up to 72 (seventy-two) hours from the beginning of the meeting, the receipts of ownership of shares issued by a depositary financial institution and power of attorney, with special powers, in the Company's Board Secretariat area, at the Company's headquarters, located at Praia de Botafogo, 186 - 4th floor, Botafogo, Rio de Janeiro – RJ, CEP 22250-145.

The documents required by applicable legislation and regulations (including those provided for in CVM Resolution No. 81/2022 and subsequent amendments) containing guidance to shareholders and details of the matters on the agenda are available at the following addresses and websites: a) in Praia de Botafogo, 186 - 4th floor, Botafogo Rio de Janeiro - RJ, CEP 22250-145; b) at the CVM, at Rua Cincinato Braga, 340, 2nd floor, São Paulo - SP, at Rua Sete de Setembro, 111, 2nd floor, “Centro de Consultas”, Rio de Janeiro - RJ, and on the website www.gov.br/cvm/; and c) on the Company's investor relations website (www.wilsonsons.com.br/ir), and on the B3 S.A. – Brasil, Bolsa, Balcão website (www.b3.com.br).

EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING

CALL NOTICE

The Board of Directors of Wilson Sons S.A. ("Company"), hereby convenes the Company's shareholders to the EGM, which will be held on 23 January 2024 at 9:00 hrs (Brazil time) ("EGM"), in person, at the Company's headquarters at Praia de Botafogo, 186 - 4° floor, Botafogo, city of Rio de Janeiro, capital of the state of Rio de Janeiro, Brazil, CEP 22250-145, in order to resolve on the following matters:

1. Definition of the overall compensation of the Company's management for the fiscal year of 2024.

The documents required by applicable legislation and regulations, including those provided for in CVM Resolution No. 81/2022 ("RCVM 81/22"), containing guidance for shareholders and details of the matter on the agenda, are available at the following addresses and websites: a) at Praia de Botafogo, 186 - 4th floor, Botafogo Rio de Janeiro - RJ, CEP 22250-145, the location where the EGM will be held; b) at the CVM, at Rua Cincinato Braga, 340, 2nd floor, São Paulo - SP, at Rua Sete de Setembro, 111, 2nd floor, "Centro de Consultas", Rio de Janeiro - RJ, and on the website www.gov.br/cvm/; and c) on the Company's investor relations website (www.wilsonsons.com.br/ir) and on the B3 S.A. – Brasil, Bolsa, Balcão website (www.b3.com.br). Shareholders are also entitled to exercise their right to vote through the Distance Voting Ballot. To do this, the shareholder must transmit filling instructions, by 16 January 2024 (inclusive), sending the respective Distance Voting Ballot: 1) to the financial institution contracted by the Company to provide securities bookkeeping services; 2) to the custodians providing this service, in the case of shareholders with shares deposited in a central depository; or 3) directly to the Company. For additional information, we ask that you observe the rules set out in RCVM 81/22 and the procedures described in the Distance Voting Ballot made available by the Company.

The meeting will be held in person and in accordance with the instructions detailed in the Management Proposal for the meeting published by the Company. The shareholder who wishes to be represented at the aforementioned General Meeting must comply with article 126 of the Brazilian Corporations Law, displaying at the time or depositing, preferably, within 72 (seventy-two) hours of the beginning of the meeting, proof of ownership of the shares issued by a depository financial institution and power of attorney, with special powers, in the area of the Company's Board Secretariat, at Praia de Botafogo, 186 - 4th floor, Botafogo Rio de Janeiro - RJ, CEP 22250-145, the location where the EGM will be held.

The following documents will be required from shareholders for qualification and participation and/or voting at the EGM:

(a) **Individual Shareholders:** copy of the identity document, legally recognised as such, with a recent photograph and national validity, within the validity period, if applicable, or, in the case of being represented by an attorney-in-fact, copy of the power-of-attorney signed less than 1 (one) year before, in addition to the official identification document with photograph of the attorney-in-fact; or

(b) **Corporate Shareholders:** (i) updated bylaws or consolidated articles of association of the shareholder and of the act that confers the representative(s) with sufficient powers for representation within the scope of the AGSM, duly registered with the competent bodies, in addition to the official document of representative(s); (ii) if applicable, duly granted power of attorney pursuant to the law and/or the shareholder's consolidated articles of association, in addition to the official identity document with photograph of the attorney-in-fact; or

(c) **Investment Funds:** (i) most recent consolidated regulations of the fund with Brazil National Registry of Legal Entities number (CNPJ); (ii) bylaws or articles of association of its administrator or manager, in compliance with the fund's voting policy and corporate documents proving the powers of representation; (iii) identity document with photograph of the legal representative; and (iv) if applicable, copy of the power of attorney signed less than 1 (one) year before, together with the official identity document with photograph of the attorney-in-fact.

Other guidelines, deadlines and procedures are available on the Company's website (www.wilsonsons.com.br/ir), at the following address: Corporate Governance / Minutes and Call Notices.

Rio de Janeiro, 20 December 2023.

Augusto Cezar Tavares Baião
Chairman of the Board



Wilson, Sons

II. Proposal for the overall compensation of the management, referring to the 2024 fiscal year and item 8 of the Reference Form



WILSON SONS S.A. – “WILSON SONS”

Extraordinary General Meeting of 23 January 2024

Annex I

Proposed overall compensation of the Company's management and Item 8 of the Reference Form

In compliance with article 13, I, of RCVM 81/22, below is the proposal for the overall compensation of the management.

Compensation Proposal:

Overall Compensation for the Management: R\$172,560,461.83 (one hundred and seventy-two million five hundred and sixty thousand four hundred and sixty-one reais and eighty-three cents) segregated as follows:

- Executive Officers: R\$87,121,555.25 (eighty-seven million one hundred and twenty-one thousand five hundred and fifty-five reais and twenty-five cents); and
- Board of Directors: R\$85,438,906.58 (eighty-five million four hundred and thirty-eight thousand nine hundred and six reais and fifty-eight cents).

In accordance with the guidance provided in the *Ofício Circular/CVM/SEP/Anual/2023*, the compensation proposal presented here does not include social charges borne by the Company.

Observations on the Compensation of the Board of Directors:

For a better understanding of the overall compensation proposal for the Company's management for the period that will begin at the Ordinary General Meeting to be held in 2024 and will end at the Ordinary General Meeting to be held in 2025, and in line with the guidelines contained in the *Ofício Circular/CVM/SEP/Anual/2023*, the Company highlights that the information contained in the Reference Form refers to the Company's fiscal years, ending on December 31 of each year, while the compensation proposals refer to the interval between 02 (two) general meetings, and lists some additional information below.

Members of the Board of Directors (except the Chairman):

In 2023, considering the period of 10 months (until October 2023) and 2 estimated months (and not yet paid), the members of the Board of Directors (excluding the Chairman) received an average annual fixed compensation of R\$469,186.75 (four hundred and sixty-nine thousand, one hundred and eighty-six reais and seventy-five cents) ("Annual Compensation"), in addition to reimbursements for expenses incurred in carrying out their duties.

Chairman of the Board of Directors:

In 2023, considering the period of 10 months (until October 2023) and 2 estimated months (and not yet paid), in addition to the Annual Compensation and reimbursements, the Chairman of the Board of Directors received a fixed and a variable compensation amount due to the time and the additional scope of his role that includes responsibility for strategy, succession and capital allocation agendas, in line with the value has been reported in the Reference Form of the Company. In the fiscal year of 2023, the Chairman's estimated compensation is R\$7,875,818.09 (seven million eight hundred and seventy-five thousand, eight hundred and eighteen reais and nine cents).

Retention and Non-Competition Plan:

In view of the strategic review being carried out by the Company's indirect controlling shareholder, Ocean Wilsons Holdings Limited ("OWHL"), which has the potential to result in an operation involving the transfer of its direct or indirect equity interest in the Company ("Potential Operation"), as disclosed in the Material Facts released to the market on 12 June 2023 and 14 November 2023, the management has structured, with the assistance of specialised advisors, as a way of preserving and maximising the Company's value in a Potential Operation, as well as compensating and retaining the Company professionals, a retention and non-competition plan for the management, comprising the Company's executive officers and the Chairman of the Board of Directors, and key employees of the Company, the overall value of which will be up to R\$141,864,604.00 (one hundred and forty-one million eight hundred and sixty-four thousand six hundred and four reais), with R\$133,758,420.35 (one hundred and thirty-three million, seven hundred and fifty-eight thousand, four hundred and twenty reais and thirty-five cents) allocated to the management and R\$8,106,183.75 (eight million one hundred and six thousand one hundred and eighty-three reais and seventy five cents) for key employees ("Retention and Non-Competition Plan"), which is contingent upon the approval by the General Meeting of the overall annual compensation of the management.

Until the closing of a Potential Operation, the Company will have the challenge of maintaining its activities and the attractiveness of its operations without interruptions, as well as requiring the support and contribution from some of its key employees to engage in extraordinary activities to assist in the execution and closing of a Potential Operation. Therefore, retaining key employees is a critical success factor for the smooth functioning of the Company, for a Potential Operation, and consequently, for maximising the value of the Company in the context of a Potential Operation.

In this sense, the Retention and Non-Competition Plan has been structured with an initial term of 24 (twenty-four) months, which may be extended by decision of the Board of Directors for a further 12 (twelve) months ("Term of the Plan"), and in such a way as to make possible payments contingent upon the execution and closing of a Potential Operation. Therefore, the payment of any amount will serve as compensation (i) for the employee's continued tenure and (ii) for non-competition and non-solicitation obligations to be entered into with the key employees, as necessary, for terms that may vary from 3 (three) to 10 (ten) years, in accordance with the employee's relevance to the Company's normal course of business, their access to confidential and strategic information of the Company, and the potential harm to the Company if they were to compete directly or indirectly.

In light of the change in the Company's incentive dynamics to maximise value for its shareholders, subject to the approval of the annual overall compensation for the management, and as a result of the approval of the Retention and Non-Competition Plan, the Company's Board of Directors approved the suspension of the long-term incentive plan approved at the Company's Ordinary and Extraordinary General Meeting of 24 April 2023 ("Long-Term Incentive Plan"), the cost of which for the Company was estimated at approximately R\$214,300,000.00 (two hundred and fourteen million and three hundred thousand Brazilian reais). Therefore, during the Term of the Plan, no restricted shares will be granted under the Long-Term Incentive Plan.

If a Potential Operation does not take place, the retention of these professionals until that moment will have been of fundamental importance to the development of the Company's business. In this scenario, upon receiving eventual confirmation that OWHL has interrupted its strategic review process or if such process lasts longer than the Term of the Plan, the Retention and Non-Competition Plan will be terminated and the suspended Long-Term Incentive Plan will come back into force.

In view of this, the Company's management unanimously proposes the approval of the overall compensation proposal for the Company's management for the period commencing at the Ordinary General Meeting to be held in 2024 and ending at the Ordinary General Meeting to be held in 2025, and consequently, the Retention and Non-Competition Plan, as outlined above.

8. Remuneration of directors

8.1 Remuneration policy or practice

a. objectives of the compensation policy or practice

This Remuneration Policy of Wilson Sons S.A. (the “Company”) (the “Policy”) has the main objectives to establish principles and criteria for the remuneration of the members of the Board of Directors, the Advisory Committees of the Board of Directors, whether they are statutory or non-statutory, of the Statutory Executive Board and the Fiscal Council (when installed) of the Company. As such, it seeks to compensate and retain the best professionals in line with the market practices. This Policy has been approved in a meeting of the Board of Directors of the Company held on 21 May 2021 and amended at a meeting held on 10 August 2021, under the terms of article 13, item (w) of the Company’s bye-laws and can be accessed on the Company website (www.wilsonsons.com.br/ir) and on the CVM website (www.gov.br/cvm/)

As described in the Company's bye-laws, the management compensation shall be fixed by the general meeting, individual or global amount, and in the latter case it will be incumbent upon the Board of Directors to approve the distribution of the global compensation approved by the general meeting, among the Company's executive officers. As necessary, the Board of Directors readjusts the members' remuneration considering a preliminary assessment of the current market practises and inflation rate.

b. practices and procedures adopted by the Board of Directors to define the individual compensation of the Board of Directors and Board of Executive Officers

As described in the company's bye-laws approved in a meeting of the Board of Directors of the Company held on 21 May 2021, the remuneration (if any) of the Board members, as well as any other advisory committee shall be fixed by the general meeting, individual or global amount, and in the latter case it will be incumbent upon the Board of Directors to approve the distribution of the global compensation.

The amount is defined taking into account, mainly, (i) the responsibility assumed; (ii) the complexities inherent to the position; (iii) the time dedicated to the functions performed; (iv) their individual experiences and qualifications; (v) the professionals’ reputation; and (vi) market practices. The Company periodically carries out market surveys, with the support of specialised consultants, comparing its practices to those of other reference companies in the market in the same sector in which it operates. Eventually, specific surveys are carried out for certain key positions, boards and committees, for a more accurate assessment.

According to the Remuneration Policy approved in a meeting held on 21 May 2021 and amended at a meeting held on 10 August 2021, the Chairman and Vice-Chairman of the Board of Directors may receive a fixed remuneration higher than that of the other directors, due to the greater responsibility inherent to their positions. The chairman of the board of directors may receive higher remuneration than other directors due to his responsibility supporting the Company with his expertise and knowledge of administrative, strategic, operational and corporate processes, which includes responsibility for strategy, succession and capital allocation agendas, as well as the time dedicated to his role.

Fixed remuneration may be revised annually, at the discretion of the Board of Directors, so that it is adequate to market practices or monetarily updated.

c. composition of compensation, indicating:

i. description of the various compensation elements ,including, in each of them:

- **its objectives and alignment with the issuer's short, medium and long-term interests**
- **their proportion of total remuneration in the last 3 financial years**
- **its calculation and readjustment methodology**
- **the main performance indicators taken into account therein, including, if applicable, indicators linked to ESG issues**

Board of Directors:

- **Annual Fixed Remuneration:** The members of the Board of Directors are entitled to a fixed monthly remuneration. The amount is defined taking into account, mainly, the responsibilities assumed and the level of complexity of the functions performed, in comparison with market practices of companies of the same size as the Company;
- **Variable Remuneration:** The members of the Board of Directors may be entitled to a variable remuneration (Bonus). The Bonus will consist of an incentive programme based on the Company's financial goals and results, with the objective of encouraging the achievement of the Company's results;
- **Remuneration based on shares (including options):** Share-based or share-referenced remuneration aims to ensure a consistent and cost-effective reward structure across the entire management, which will help to attract, motivate and retain talent, stimulating the company's expansion and success, aligning long term interests among shareholders and statutory directors. Share-based or share-referenced remuneration may be attributed in the form of stock grant plans or stock options to purchase shares issued by the Company, under the terms that may be approved in general meeting and in the respective programmes. With the approval of the annual global compensation proposal for the Company's management for the 2024 fiscal year, the Share Grant Plan approved at the Company's Annual and Extraordinary General Meeting of April 24, 2023 will be suspended.
- **Direct and Indirect Benefits:** The members of the Board of Directors may be entitled to direct and indirect benefits that include health insurance, dental insurance, and life insurance; and
- **Post-Employment Benefits:** The members of the Board of Directors may be entitled to post-employment benefits that include private pension.
- **Others (Retention and non-compete plan):** The Chairman of the Board may be entitled to a retention and non-compete plan in certain events involving the transfer of direct or indirect participation of OWHL in the Company ("Potential Operation"), as a way of preserving and maximising the Company's value as well as compensating and retaining the professionals.

Executive Board:

- **Annual Fixed Remuneration:** The executive officers are entitled to a fixed monthly remuneration. The amount is defined taking into account, mainly, the responsibilities assumed and the level of complexity of the functions performed, in comparison with market practices of companies of the same size as the Company.

- **Variable Remuneration:** The executive officers may be entitled to variable compensation. The variable compensation will consist of an incentive programme based on the Company's financial goals and/or results, with the objective of encouraging the achievement of the Company's results, pursuant to the law.
- **Remuneration based on shares (including options):** Share-based or share-referenced remuneration aims to ensure a consistent and cost-effective reward structure across the entire management, which will help to attract, motivate and retain talent, stimulating the Company's expansion and success, aligning long term interests among shareholders and statutory directors. Share-based or share-referenced remuneration may be attributed in the form of stock grant plans or stock options to purchase shares issued by the Company, under the terms that may be approved in general meeting and in the respective programmes. With the approval of the annual global compensation proposal for the Company's management for the 2024 fiscal year, the Share Grant Plan approved at the Company's Annual and Extraordinary General Meeting of April 24, 2023 will be suspended.
- **Direct and Indirect Benefits:** The executive officers may be entitled to direct and indirect benefits that include health insurance, dental insurance, and life insurance; and
- **Post-Employment Benefits:** The executive officers may be entitled to post-employment benefits that include private pension.
- **Others (Retention and non-compete plan):** Executive officers may be entitled to a retention and non-compete plan in the event of transfer of direct or indirect participation of OWHL in the Company ("Potential Operation"), as a way of preserving and maximising the Company's value as well as compensating and retaining the Company's professionals.

No executive officer should be directly involved in any type of deliberation that involves their own remuneration.

Fiscal Council:

The members of the Fiscal Council, if installed, will be entitled to a remuneration that, subject to approval in general meeting that elects them, will be fixed monthly, the amount of which will be defined taking into account, mainly, (i) the inherent responsibility and complexity to the position; (ii) the professional's expected dedication of time; and (iii) the experience and qualifications necessary to perform the function.

The remuneration of the members of the Fiscal Council, in addition to the mandatory reimbursement of travel and accommodation expenses necessary for the performance of the role, may not be less than, for each member in office, 10% (ten percent) which, on average, is attributed to each statutory executive officers, not encompassing benefits, representation fees and profit-sharing.

The Chairman of the Fiscal Council may receive a monthly fixed remuneration higher than that of the other directors, due to the greater responsibility inherent to the position.

The members of the Fiscal Council, if installed, will not be entitled to variable remuneration, remuneration based on shares and direct, indirect and post-employment benefits.

Advisory Committees of the Board of Directors:

The members of the Advisory Committees of the Board of Directors, when installed, might be entitled to a fixed remuneration. The amount is defined taking into account, mainly, (i) the responsibility assumed; (ii) the complexities inherent to the position; (iii) the time dedicated to

the functions performed; (iv) their individual experiences and qualifications; (v) the professionals' reputation; and (vi) market practices.

The members of the Fiscal Council, when installed, will not be entitled to variable remuneration, remuneration based on shares and direct, indirect and post-employment benefits.

The tables below show the proportion of each element in the composition of total remuneration for the fiscal years ended on 31 December 2023, 2022 and 2021.

Fiscal Year ended on 31 December 2023					
Remuneration Breakdown	Board of Directors	Fiscal Council	Executive Board	Non-statutory Board	Committees
Annual Fixed Remuneration	38,68%	100.00%	18,56%	-	-
Variable Remuneration	57,28%	-	70,03%	-	-
Direct and Indirect Benefits	4,04%	-	4,46%	-	-
Post-Employment Benefits	-	-	0,77%	-	-
Remuneration based on shares	-	-	6,18%	-	-
Others	-	-	-	-	-
Total	100.00%	100.00%	100.00%	-	-

Fiscal Year ended on 31 December 2022					
Remuneration Breakdown	Board of Directors	Fiscal Council	Executive Board	Non-statutory Board	Committees
Annual Fixed Remuneration	48.61%	100.00%	27.11%	-	-
Variable Remuneration	46.08%	-	56.49%	-	-
Direct and Indirect Benefits	5.31%	-	6.24%	-	-
Post-Employment Benefits	-	-	1.13%	-	-

Remuneration based on shares	-	-	9.03%	-	-
Others	-	-	-	-	-
Total	100.00%	100.00%	100.00%	-	-

Fiscal Year ended on 31 December 2021					
Remuneration Breakdown	Board of Directors	Fiscal Council	Executive Board	Non-statutory Board	Committees
Annual Fixed Remuneration	24.96%	-	26.19%	-	-
Variable Remuneration	70.62%	-	64.26%	-	-
Direct and Indirect Benefits	4.42%	-	2.93%	-	-
Post-Employment Benefits	-	-	0.76%	-	-
Remuneration based on shares	-	-	5.86%	-	-
Others	-	-	-	-	-
Total	100.00%	100.00%	100.00%	-	-

The Company seeks to maintain its competitive and current compensation practice. To this end, it periodically carries out market surveys, with the support of specialised consultants, comparing its practices to those of other reference companies in the market in the same sector in which it operates. Eventually, specific surveys are carried out for certain key positions, boards and committees, for a more accurate assessment.

In addition to the results of such surveys, the collective agreements signed between the Company and the union also serve as a basis for studies to update salaries, salary multiples, benefits and remuneration policy.

Board of Directors:

The fixed compensation is not subject to any automatic adjustment.

Executive Board:

The amounts paid are periodically compared with the market to assess their competitiveness and the need to make adjustments to some components of pay. In addition, executives are measured by their

performance in their respective areas of responsibility in order to give due recognition both in fixed and variable compensation.

ii. reasons that justify the compensation composition

Compensation is defined taking into account, mainly, the responsibilities assumed and market practices. In this way, the Company defines the remuneration of professionals in accordance with the responsibilities of the position, market practices and the Company's level of competitiveness, in order to seek the engagement of its management and the retention of its executives.

Fixed remuneration is established based on market research criteria to ensure competitiveness and salary progression based on their performance assessment. Variable compensation, in addition to being based on market parameters, is based on the company's results and on the assessment of individual goals for each executive.

The amount to be paid, such as current variable compensation to the Board of Directors and executive officers, rely on the company's evolution and the achievement of the intended result and may be paid in cash. The maximum annual variable remuneration is limited to 3.5% of the sum of net income and dividends, less 50% of the effects of exchange variation, with limitation for Brazilian Real appreciation based on the exchange rate of R\$2.66 per US\$.

In addition, the evolution of fixed remuneration is based on the individual performance assessment of the executives.

The remuneration structure of the Board of Directors is aligned with the generation of value for the company.

The remuneration structure of the Executive Board seeks to encourage better returns on investments and projects carried out.

In the short-term, it is carried out through salary and benefits in line with the market and through profit-sharing (variable remuneration), both based on the executive's performance. In the long-term through stock options already granted.

Furthermore, the retention and non-compete plan in the event of consummation of the Potential Operation, which may include members of the board of directors and statutory board, aims to preserve and maximise the Company's value as well as compensate and retain the Company's professionals. Along these lines, the plan was structured with an initial validity period of 24 (twenty-four) months, which can be extended, by decision of the Board of Directors, for a further 12 (twelve) month-period, and in such a way as to condition any payment to the consummation of a Potential Operation. Therefore, the payment of any amount will serve as consideration for (i) the employee's continued tenure and/or (ii) non-compete and non-solicitation obligations to be entered into with key employees, as necessary, for periods that may vary from 3 to 10 years, in accordance with the relevance of the employee to the continuity of the Company's activities in their normal course and their access to the Company's confidential and strategic information, as well as their potential to harm the Company if they compete directly or indirectly with it.

iii. existence of members who were not compensated by the issuer and the reason for this fact

There are no non-compensated members.

d. existence of compensation paid by subsidiaries, or direct or indirect controllers

The item does not apply to the fiscal year ended on 31 December 2023, because there was no compensation paid by subsidiaries, or direct or indirect controllers in the period.

The item does not apply to the fiscal year ended on 31 December 2022, because there was no compensation paid by subsidiaries, or direct or indirect controllers in the period.

In the fiscal year ended on 31 December 2021, two members of the statutory board were remunerated by a subsidiary of the Company due to the performance of functions in the subsidiary's operation.

The total remuneration paid to the Company's statutory officers is divided among its subsidiaries according to the performance of their activities among them. For more information on remuneration supported by subsidiaries, see item 13.15 of this Reference Form.

e. existence of any compensation or benefit related to the occurrence of certain corporate event, such as the disposal of controlling interest of the issuer

The stock option plan provides that in case of change of controlling interest, the options may be exercised early.

In addition, the amounts arising from the Retention and Non-Compete Plan will be owed to certain members of the Executive Board and Board of Directors only in the event of direct or indirect transfer of control, including through merger, spin-off (with or without the extinction of the spun-off entity), incorporation or corporate reorganisation of the Company.

8.2 Total remuneration per body

Compensation for Fiscal Year ending on 31/12/2023 - Annual Amounts				
	Board of Directors	Executive Board	Fiscal Council	Total
Number of Members	7.00	4.00	0.00	11.00
Number of Members receiving compensation	6.00	4.00	0.00	10.00
Annual fixed compensation				
Salary or pro-labore	4,151,284.66	6,340,186.15	0.00	10,491,470.81
Direct and indirect benefits	432,393.89	2.086.753,45	0	2.519.147,34
Participation in committees	0.00	0.00	0	0
Others	0.00	0.00	0	0
Description of other fixed compensations	0.00	0.00	0	0

Variable Compensation				
Bonus	5,855,228.03	0.00	0	5,855,228.03
Profit Sharing	0.00	18,104,739.25	0	18,104,739.25
Participation in Meetings	0.00	0.00	0	0
Commissions	0.00	0.00	0	0
Others	0.00	0.00	0	0
Description of other variable compensations	0.00	0.00	0	0
Post-employment	0.00	232,586.05	0	232,586.05
Termination of position	0.00	0.00	0	0
Share-based, including options	0.00	1,598,870.00	0	1,598,870.00
Other (Retention and Non-Compete Plan)	75.000.000,00	58.758.420,35	0	133.758.420,35
Notes	The total number of members was established according to the Official Circular Letter CVM/SEP 01/22. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	The total number of members was established according to the Official Circular Letter CVM/SEP 01/22. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	The total number of members was established according to the Official Circular Letter CVM/SEP 01/22. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	
Total Compensation	85.438.906,58	87.121.555,25	0.00	172.560.461,83

Compensation for Fiscal Year ending on 31/12/2023 - Annual Amounts				
	Board of Directors	Executive Board	Fiscal Council	Total
Number of Members	7.00	4.00	0.00	11.00

Number of Members receiving compensation	6.00	4.00	0.00	10.00
Annual fixed compensation				
Salary or pro-labore	3.953.877,12	4.797.829,37	99.944,16	8.851.650,65
Direct and indirect benefits	412.646,71	1.152.813,88	0	1.565.460,59
Participation in committees	0.00	0.00	0	0
Others	0.00	0.00	0	0
Description of other fixed compensations	0.00	0.00	0	0
Variable Compensation				
Bonus	5,855,228.03	0.00	0	5,855,228.03
Profit Sharing	0.00	18,104,739.25	0	18,104,739.25
Participation in Meetings	0.00	0.00	0	0
Commissions	0.00	0.00	0	0
Others	0.00	0.00	0	0
Description of other variable compensations	0.00	0.00	0	0
Post-employment	0.00	200,207.92	0	200,207.92
Termination of position	0.00	0.00	0	0
Share-based, including options	0.00	1,598,870.00	0	1,598,870.00
Notes	The total number of members was established according to the Official Circular Letter CVM/SEP 01/22. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	The total number of members was established according to the Official Circular Letter CVM/SEP 01/22. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	The total number of members was established according to the Official Circular Letter CVM/SEP 01/22. The number of members was calculated according to the annual average of the number of members of	

			each body calculated monthly, to two decimal places.	
Total Compensation	10.221.751,86	25.854.460,42	99.944,16	36.176.156,44

Compensation for Fiscal Year ending on 31/12/2022 - Annual Amounts				
	Board of Directors	Executive Board	Fiscal Council	Total
Number of Members	7.00	4.00	4.00	15.00
Number of Members receiving compensation	6.00	4.00	2.00	12.00
Annual fixed compensation				0.00
Salary or pro-labore	3,395,921.21	4,797,829.37	199,888.32	8,393,638.90
Direct and indirect benefits	371,606.50	1,104,102.83	0	1,475,709.33
Participation in committees	0.00	0.00	0	0
Others	0.00	0.00	0	0
Description of other fixed compensations				0
Variable Compensation				0.00
Bonus	3,219,199.20	0.00	0	3,219,199.20
Profit Sharing	0.00	9,998,527.08	0	9,998,527.08
Participation in Meetings	0.00	0.00	0	0
Commissions	0.00	0.00	0	0
Others	0.00	0.00	0	0
Description of other variable compensations				0

Post-employment	0.00	199,888.32	0	199,888.32
Termination of position	0.00	0.00	0	0
Share-based, including options	0.00	1,598,869.85	0	1,598,869.85
Notes	The total number of members was established according to the Official Circular Letter CVM/SEP 01/21. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	The total number of members was established according to the Official Circular Letter CVM/SEP 01/21. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	The total number of members was established according to the Official Circular Letter CVM/SEP 01/21. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	
Total Compensation	6,986,726.91	17,699,217.45	199,888.00	24,885,832.68

Compensation for Fiscal Year ending on 31/12/2021 - Annual Amounts				
	Board of Directors	Executive Board	Fiscal Council	Total
Number of Members	4.83	3.58	0	8.41
Number of Members receiving compensation	4.08	3.58	0	7.66
Annual fixed compensation				0
Salary or pro-labore	1,504,864.99	5,264,427.56	0	6,769,292.55
Direct and indirect benefits	266,234.18	588,098.13	0	854,332.31
Participation in committees	0	0	0	0.00
Others	0	0	0	0.00
Description of other fixed compensations				0.00

Variable Compensation				0.00
Bonus	4,257,706.57	631,939.75	0	4,889,646.32
Profit Sharing	0	12,282,545.06	0	12,282,545.06
Participation in Meetings	0	0	0	0.00
Commissions	0	0	0	0.00
Others	0	0	0	0.00
Description of other variable compensations				0.00
Post-employment	0	152,280.55	0	152,280.55
Termination of position	0	0	0	0.00
Share-based, including options	0	1,177,838.92	0	1,177,838.92
Notes	The total number of members was established according to the Official Circular Letter CVM/SEP 01/21. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	The total number of members was established according to the Official Circular Letter CVM/SEP 01/21. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	The total number of members was established according to the Official Circular Letter CVM/SEP 01/21. The number of members was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	
Total Compensation	6,028,805.74	20,097,129.97	0	26,125,935.71

8.3 Variable remuneration per body

Variable compensation for the current fiscal year (2024)

	Board of Directors	Executive Board	Fiscal Council	Total
Number of members	7.00	4.00	0.00	11.00
No. of members receiving compensation	6.00	4.00	0.00	10.00

Bonus				
Minimum Amount Forecast in the Compensation Plan	0.00	0.00	0.00	0.00
Maximum Amount Forecast in the Compensation Plan	5,855,228.03	0.00	0.00	5,855,228.03
Amount Estimated in the compensation plan, if the targets are met ("Target")	3,743,200.00	0.00	0.00	3,743,200.00
Profit Sharing				
Minimum Amount Forecast in the Compensation Plan	0.00	0.00	0.00	0.00
Maximum Amount Forecast in the Compensation Plan	0.00	18,104,739.25	0.00	18,104,739.25
Amount Estimated in the compensation plan, if the targets are met ("Target")	0.00	15,405,561.64	0.00	15,405,561.64

Variable compensation - fiscal year ended on 31/12/2023

	Board of Directors	Executive Board	Fiscal Council	Total
Number of members	7.00	4.00	0.00	11.00
No. of members receiving compensation	6.00	4.00	0.00	10.00
Bonus				
Minimum Amount Forecast in the Compensation Plan	0.00	0.00	0.00	0.00
Maximum Amount Forecast in the Compensation Plan	5,855,228.03	0.00	0.00	5,855,228.03
Amount Estimated in the compensation plan, if the targets are met ("Target")	3,743,200.00	0.00	0.00	3,743,200.00
Profit Sharing				
Minimum Amount Forecast in the Compensation Plan	0.00	0.00	0.00	0.00
Maximum Amount Forecast in the Compensation Plan	0.00	18,104,739.25	0.00	18,104,739.25

Amount Estimated in the compensation plan, if the targets are met ("Target")	0.00	15,405,561.64	0.00	15,405,561.64
Value effectively recognised in the result of the fiscal year ¹				

Variable compensation - fiscal year ended on 31/12/2022

	Board of Directors	Executive Board	Fiscal Council	Total
Number of members	7.00	4.00	4.00	15.00
No. of members receiving compensation	6.00	4.00	2.00	12.00
Bonus				
Minimum Amount Forecast in the Compensation Plan	0.00	0.00	0.00	0.00
Maximum Amount Forecast in the Compensation Plan	7,737,166.64	0.00	0.00	7,737,166.64
Amount Estimated in the compensation plan, if the targets are met ("Target")	4,697,117.70	0.00	0.00	4,697,117.70
Value effectively recognised in the result of the fiscal year	3,219,199.20	0.00	0.00	3,219,199.20
Profit Sharing				
Minimum Amount Forecast in the Compensation Plan	0.00	0.00	0.00	0.00
Maximum Amount Forecast in the Compensation Plan	0.00	22,670,748.77	0.00	22,670,748.77
Amount Estimated in the compensation plan, if the targets are met ("Target")	0.00	14,794,259.70	0.00	14,794,259.70
Value effectively recognised in the result of the fiscal year	0.00	9,998,527.08	0.00	9,998,527.08

¹ The amounts will be paid in April 2024.

Variable compensation - fiscal year ended on 31/12/2021

	Board of Directors	Executive Board	Fiscal Council	Total
Number of members	4.83	3.58	0.00	8.41
No. of members receiving compensation	4.03	3.58	0.00	7.61
Bonus				
Minimum Amount Forecast in the Compensation Plan	0.00	0.00	0.00	0.00
Maximum Amount Forecast in the Compensation Plan	4,997,967.82	631,939.75	0.00	5,629,907.57
Amount Estimated in the compensation plan, if the targets are met ("Target")	4,020,011.00	631,939.75	0.00	4,651,950.75
Value effectively recognised in the result of the fiscal year	4,257,706.57	631,939.75	0.00	4,889,646.32
Profit Sharing				
Minimum Amount Forecast in the Compensation Plan	0.00	0.00	0.00	0.00
Maximum Amount Forecast in the Compensation Plan	0.00	23,943,244.10	0.00	23,943,244.10
Amount Estimated in the compensation plan, if the targets are met ("Target")	0.00	14,554,798.00	0.00	14,554,798.00
Value effectively recognised in the result of the fiscal year	0.00	12,282,545.06	0.00	12,282,545.06

8.4 Share-based remuneration plan

a. general terms and conditions

2021 Stock Option Plan: on 24 June 2021, the Board of Directors of Wilson Sons S.A. approved a new stock option plan (or "2021 Stock Option Plan") for eligible employees selected by the Board of Directors. Shareholders at an extraordinary general meeting approved such a plan, including authorised capital increase of the Company through the creation of up to 9,153,840 new shares (1,525,640 shares before the share split on 16/05/2022).

The 2021 Stock Option Plan establishes the conditions for (i) the migration of the rights and obligations established in the stock option plan approved on 8 January 2014 ("2014 Stock Option Plan"), by the Extraordinary General Meeting of Wilson Sons Limited ("WSL"), to the Participants in this plan, as a result of the corporate reorganisation, through which WSL was succeeded and merged into Wilson Sons S.A. ("Company" and "Merger"); and (ii) grant, by the Company, within the scope of

this migration, of call options for common shares issued by the Company ("Share" and "Option") in replacement of the call options for common shares granted under the terms of the WSL Plan, through a stock option programme ("Stock Option Programme") approved by the Company's Board of Directors ("Board of Directors") for this specific purpose, subject to the provisions of the Company's bye-laws and other legal provisions and applicable regulations.

The 2014 Stock Option Plan was cancelled at WSL's Shareholders General Meeting held on 21 May 2021.

The 2021 Stock Option Plan grants participants the right to purchase shares in Wilson Sons S.A., for a pre-established fixed price, which should not be less than the average share price of the three days prior to the date of the issuance option. The options were granted to the employees, officers or directors of the Company and its subsidiaries ("Eligible Employees"), all options being granted to an employee, officer or director of the Company and its subsidiaries ("Participants") in this 2021 Stock Option Plan. Therefore, all issue price, vesting and maturity criteria described below refer to certificates of pre-existing options in the previous plan.

This 2021 Stock Option Plan succeeds and replaces the 2014 Stock Option Plan, so that, on the date of approval of this 2021 Stock Option Plan, all options granted under the 2014 Stock Option Plan and all option certificates are considered, replaced by this 2021 Stock Option Plan. The 2021 Stock Option Plan promotes the succession and migration of the Participants' rights and obligations from the 2014 Stock Option Plan to this 2021 Stock Option Plan, under a new Stock Option Programme to be approved by the Board of Directors, in accordance with the rules and conditions described herein.

The 2021 Stock Option Plan allows only the grant and exercise of Options that reflect the terms and conditions of the stock options originally granted under the 2014 Options Plan, which was succeeded and replaced by this new Plan as a result of the Merger, by its Participants, so that (i) this 2021 Stock Option Plan is limited to a single Stock Option Programme and Options that reflect the terms and conditions of the options originally granted under the WSL Plan, whose rights and obligations migrated to this new this Plan, under the terms set forth herein; and (ii) in addition to the grants resulting from the migration of the WSL Plan, no new programmes or grant will be carried out by the Option Company under this Plan.

Long-Term Incentive Plan: on April 24, 2023, Wilson Sons S.A.'s shareholders, at an Ordinary and Extraordinary General Meeting, approved a new share grant plan (or "Long-Term Incentive Plan") for the Company's eligible employees, service providers and managers, appointed by the Executive Officers or the Remuneration Committee and approved by the Board of Directors (or "Beneficiaries").

The Long-Term Incentive Plan establishes the conditions for the granting, by the Company, of common, registered, with no par value issued by the Company (or "Shares") to the Beneficiaries, subject to the terms and conditions of the Company's bylaws, the Remuneration Policy of the Company's managers and the respective Adhesion Agreements, through programmes to be implemented by the Board of Directors, advised by the Remuneration Committee, at its sole discretion (or "Programmes").

b. approval date and responsible body

2021 Stock Option Plan: on 24 June 2021, the Board of Directors of Wilson Sons S.A. approved a new Stock Option Plan (or "2021 Stock Option Plan") for eligible employees selected by the Board of Directors. The main objectives of the Plan are to retain its key executives, with the aim of keeping them engaged and incentivised to integrate their objectives with the wishes of the Company's shareholders.

Long-Term Incentive Plan: on 24 April 2023, the shareholders of Wilson Sons S.A., at an Extraordinary General Meeting, approved a new share grant plan ("Long-Term Incentive Plan") for the

Beneficiaries. The main objectives of the Long-Term Incentive Plan are to attract, retain and encourage the integration and alignment of the Beneficiaries with the Company's interests.

c. maximum number of shares affected.

2021 Stock Option Plan: The granting of options based on the 2021 Stock Option Plan will respect the maximum limit of 9,153,840 ordinary shares representing the total share capital (1,525,640 shares before the split on 16/05/2022).

The 2021 Stock Option Plan only enables the granting and exercise of Options that reflect the terms and conditions of the stock options originally granted under the 2014 Stock Option Plan, which was succeeded and replaced by this Plan by virtue of the Merger, by its Participants, so that (i) this 2021 Stock Option Plan is limited to a single Option Programme and to Options that reflect the terms and conditions of the options originally granted under the WSL Plan, whose rights and obligations are migrated and succeeded to this Plan, under the terms set out herein; and (ii) apart from the grants resulting from the migration from the WSL Plan, no new programmes or grants of Options will be made by the Company under this Plan.

Long-Term Incentive Plan: The Shares granted under this Long-Term Incentive Plan and the respective Programmes may not exceed the maximum limit of 13,199,058 ordinary shares of the Company, equivalent to 3% (three percent) of the shares representing the total share capital of the Company, on a fully diluted basis.

d. maximum number of options to be granted.

2021 Stock Option Plan: The 2021 Stock Option Plan will respect the maximum limit of 9,153,840 Options (1,525,640 Options before the split on 16/05/2022) and no new programmes or grants of Options will be made by the Company under this Plan.

The 2021 Stock Option Plan only enables the granting and exercise of Options that reflect the terms and conditions of the stock options originally granted under the 2014 Stock Option Plan, which was succeeded and replaced by this Plan by virtue of the Merger, by its Participants, so that (i) this 2021 Stock Option Plan is limited to a single Option Programme and to Options that reflect the terms and conditions of the options originally granted under the WSL Plan, whose rights and obligations are migrated and succeeded to this Plan, under the terms set out herein; and (ii) apart from the grants resulting from the migration from the WSL Plan, no new programmes or grants of Options will be made by the Company under this Plan.

Long-Term Incentive Plan: The Long-Term Incentive Plan does not grant stock options to the Beneficiaries.

e. conditions for acquiring shares.

2021 Stock Option Plan: The 2021 Stock Option Plan, the Programme and the individual grant agreements establish that the Participants will have the right to effectively receive the shares after the expiry of the vesting periods of the Options granted, which is, among the following alternatives, the one that represents the longest period of time: (i) the vesting periods provided for in the Option certificates delivered under the 2014 Stock Option Plan, even if they have already partially elapsed; or (ii) the period of 3 (three) months, counted from the date of approval of the incorporation of WSL.

The Options may be exercised, in part or in full, by the Participant by sending the Company a notification indicating the number of Options to be exercised. The partial exercise of Options is subject to the minimum exercise limit of 60,000 (sixty thousand) Options (prior to the stock split carried out on 16/05/22, the minimum exercise limit was 10,000 (ten thousand) Options). When a Participant holds unexercised Options representing less than 60,000 (sixty thousand) Options (prior to the stock split

carried out on 16/05/22, the minimum exercise limit was 60,000 (sixty thousand) Options) and decides to exercise these Options, the Participant may do so, provided that the exercise of these Options includes all the Options held by the respective Participant.

Any Option not exercised by the Participant by the respective exercise deadline shall be automatically cancelled, regardless of prior notice or compensation. The Participant shall pay the exercise price by deposit in a current account to be indicated by the Company.

Exercise is conditional on the Participant remaining an employee, service provider or manager of the Company.

Long-Term Incentive Plan: Unless otherwise decided by the Board of Directors, the right to acquire Shares will be obtained within the periods, deadlines and conditions defined in the regulations of each Programme and in the respective adhesion contracts between the Company and the Beneficiaries, which will set the terms and conditions of the applicable grants, as established in the respective Programmes (or in the respective Adhesion Contracts).

To date, no Programme has been approved by the Board of Directors and no Adhesion Contract has been executed.

f. criteria for setting the acquisition or exercise price.

2021 Stock Option Plan: The exercise price corresponds to the exercise price set in the option certificate delivered to the Participant by WSL under the 2014 Stock Option Plan, which corresponds to the price per Brazilian Depositary Receipt ("BDR") of the Company on the date the option was granted by WSL to the Participant within the scope, given that such price can never be lower than the fair value of the Company's BDR on the grant date of the option within the scope of the 2014 Stock Option Plan.

Long-Term Incentive Plan: The terms and conditions for acquisition of Shares will be determined by the Board of Directors in the respective Programmes.

To date, no Programme has been approved by the Board of Directors and no Adhesion Agreement has been executed.

g. criteria for setting the acquisition or exercise period

2021 Stock Option Plan: Except as otherwise provided in the option certificate and in the respective individual grant agreement, from the end of the grace periods, the Participants may exercise the Options within a period of up to ten (10) years, from the date of grant of the respective options within the scope of the 2014 Stock Option Plan. Pursuant to the 2014 Stock Option Plan, compliance with the grace period must follow the following deadlines:

- up to 33% of the Shares subject to an Option may be acquired or subscribed, as the case may be, after the third anniversary of the Date of Concession;
- an addition of 33% of the Shares (or 66% of the total number of Shares) subject to an Option may be acquired or paid up, as the case may be, after the quarto anniversary of the Date of Concession; and
- an addition of 34% of the Shares (or 100% of the total number of Shares) subject to an Option may be acquired or paid up, as the case may be, after the fifth anniversary of the Date of Concession.

Long-Term Incentive Plan: The terms and conditions for acquisition of Shares will be determined by the Board of Directors in the respective Programmes.

To date, no Programme has been approved by the Board of Directors and no Adhesion Agreement has been executed.

h. settlement method

2021 Stock Option Plan: Upon receipt by the Company of the payment of the exercise price of the total Options in the exercise notice sent by the Participant, the Company will transfer, or arrange for them to be transferred, to the Participant the number of shares resulting from the option exercise contained in the notice of exercise.

As decided by the Board of Directors, liquidation will occur through (i) the issuance of new shares, within the limit of the Company's authorised capital; and/or (ii) shares held in treasury by the Company.

Long-Term Incentive Plan: The terms and conditions for settlement of Shares will be determined by the Board of Directors in the respective Programmes and the Company may transfer the Shares held in treasury through private transactions, at no cost to the Beneficiary.

To date, no Programme has been approved by the Board of Directors and no Adhesion Agreement has been executed.

i. restrictions of transferring the shares.

2021 Stock Option Plan: Unless otherwise provided for in the respective option certificate, half of the shares acquired or subscribed by a Participant under the 2021 Stock Option Plan may only be sold, transferred or disposed of after a period of 6 (six) months from the date of exercise ("Lock-Up Period").

Long-Term Incentive Plan: The terms and conditions for the transfer of Shares will be determined by the Board of Directors in the respective Programmes.

To date, no Programme has been approved by the Board of Directors and no Adhesion Contract has been executed.

j. criteria and events that, when detected, lead to suspension of, changes in or termination of the plan

2021 Stock Option Plan: If an individual (except for any Shareholder or group of shareholders holding more than 20% of the Shares issued on the date of adoption of this Plan) obtains the Control of the Company, all the Remaining Options will be automatically considered as fully exercised immediately prior to (and conditioned to) obtaining of the Company's Control by said individual.

If there is the sale of all the venture, businesses and assets of the Company or the sale of the venture, businesses or assets of the Company representing more than 60% of the Value of the Company, any Remaining Option may be exercised immediately prior and conditioned to the conclusion of the sale or within one month immediately after the conclusion. All the Remaining Options will expire, to the extent they are not exercised, at the end of said period.

If the Company approves a resolution to begin a voluntary settlement, any Remaining Option may be exercised within 6 months from the beginning and any Remaining Option (if any) will expire to the extent it is not exercised on the expiry of said period.

Long-Term Incentive Plan: As resolved by the Board of Directors on December 20, 2023, in the event of approval of the overall compensation of the management for the fiscal year of 2024 on the shareholders' general meeting to be held on January 23, 2024, and consequently, the Retention and

Non-Competition Plan, the Share Grant Plan will be suspended for the term of the Retention and Non-Competition Plan.

To date, no Programme has been approved by the Board of Directors and no Adhesion Agreement has been executed.

k. The impact of the withdrawal of managers from the company on their entitlement as provided for on the share-based compensation plan.

2021 Stock Option Plan: If a Participant ceases to be employee or ceases to hold position in the Company in view of the following reasons:

- injury, disability or retirement; or
- the employer corporation or the corporation where he holds position ceases to be partner of the Company; or
- the transfer of his job or position to outside the Company due to the fact that the businesses in relation to which he is employee or holds position are transferred to outside the Company;

Any Remaining Option that he or his Authorised Participant holds may only be exercised within the period of 6 months as of the date of termination (and it will expire at the end of said period to the extent the Option (if any) continues not exercised, except if the Participant dies within said period.

- If a Participant ceases to be employee or ceases to hold position in the Company due to dismissal without cause any Vested Option that he or his Authorised Participant holds may only be exercised within the period of 6 months as of the date of termination (and it will expire at the end of said period to the extent the Vested Option (if any) continues not exercised, except if the Participant dies within said period.

If a Participant dies, any Remaining Option held by him or by his Authorised Participant shall be exercised within months from the death by his legal representative or by his Authorised Participant, respectively (and each Option will expire at the end of said period to the extent the Option (if any) continues not exercised).

If a Participant ceases to be employee or ceases to hold position in the Company (unless in the forms addressed above), no Remaining Option of which he or his Authorised Participant is the Participant shall be exercised after:

- the date of termination; or
- if previously, the date in which the Participant provides or receives notice of termination of employment or position, and each Remaining Option (if any), to the extent it is not exercised, will expire on that date, unless the Board notifies the Participant, in writing, within 60 days from the date the Remaining Option may be exercised during the period stated in the notice which does not expire after 6 months from the termination. The Board will notify the Participant when, in the opinion of the Board, the Participant has received the notice terminating the employment, but has in no time, violated any term of the employment agreement or the circumstances are those that the notice is fair and reasonable. A notice shall be in relation to a few or all of the Remaining Options of a Participant. When the Board notifies a Participant, any relevant Option will expire at the end of the period stated in the notice to the extent the Option continues not exercised, except if the Participant dies within said period.

No Participant will be treated as if he has ceased to be an employee or hold position in the Company, if he continues to hold any job or position in the subsidiaries of the Company.

Long-Term Incentive Plan: The right to receive Shares may be terminated and extinguished, ceasing all its effects, in the event of a Dismissal of a Beneficiary, including, without limitation, by resignation, dismissal, replacement or end of the term without re-election to the position, termination of the agreement, request for voluntary resignation or dismissal by the Company with or without cause, retirement, permanent disability or death. The Company's Board of Directors will establish, in each Programme, the rules applicable to these cases of Dismissal of a Beneficiary.

To date, no Programme has been approved by the Board of Directors and no Adhesion Agreement has been executed.

8.5 Share based remuneration (Stock Options)

Forecast for the Fiscal year ended on 31 December 2024

a. body	Board of Directors	Executive Board	Total
b. total number of members	7.00	4.00	11.00
c. number of remunerated members	0.00	2.00	2.00
d. weighted average exercise price of each of the following groups of options:	0	R\$ 8.6583	R\$ 8.6583
i. outstanding at the start of the fiscal year	0	2,700,000	2,700,000
ii. lost and expired during the fiscal year	0	0	0
iii. exercised during the fiscal year	0	0	0
e. potential dilution in case of exercise of all the granted options	0.00%	0.61%	0.61%

Grant up to 31/12/2023

a. body	Board of Directors	Executive Board	Total
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b. total number of members	7.00	4.00	11.00
c. number of remunerated members	0.00	2.00	2.00
d. weighted average exercise price of each of the following groups of options:	0	R\$ 8.6583	R\$ 8.6583
i. outstanding at the start of the fiscal year	0	2,700,000	2,700,000
ii. lost and expired during the fiscal year	0	0	0
iii. exercised during the fiscal year	0	0	0
e. potential dilution in case of exercise of all the granted options	0.00%	0.61%	0.61%

Grant up to 31/12/2022

a. body	Board of Directors	Executive Board	Total
b. total number of members*	7.00	4.00	11.00
c. number of remunerated members	0.00	2.00	2.00
d. weighted average exercise price of each of the following groups of options:	R\$ 0.0000	R\$ 8.6583	R\$ 8.6583
i. outstanding at the start of the fiscal year	0	2,700,000	2,700,000
ii. lost and expired during the fiscal year	0	0	0
iii. exercised during the fiscal year	0	0	0
e. potential dilution in case of exercise of all the granted options	0.00%	0.61%	0.61%

Grant up to 31/12/2021

a. body	Board of Directors	Executive Board	Total
b. total number of members*	4.83	3.58	8.41
c. number of remunerated members	0.00	2.00	2.00
d. weighted average exercise price of each of the following groups of options:	R\$ 0.0000	R\$ 8.6583	R\$ 8.6583
i. outstanding at the start of the fiscal year	0	2,700,000	2,700,000
ii. lost and expired during the fiscal year	0	0	0
iii. exercised during the fiscal year			
e. potential dilution in case of exercise of all the granted options	0.00%	0.62%	0.62%

8.6 Granting of stock options

Grants: in relation to each stock option grant made in the last three fiscal years and expected for the current fiscal year, from the board of directors and statutory management

Forecast for the Fiscal year ended on 31 December 2024

a. body	Board of Directors	Executive Board	Total
b. number of members*	7.00	4.00	11.00
c. in relation to each grant of stock options	-	-	-
d. grant date;	-	-	-
e. number of options granted	-	-	-
f. term for the options to become exercisable	-	-	-
g. maximum period for exercise of the options	-	-	-

h. period of restriction to the transfer of the shares received as a result of the exercise of the options	-	-	-
i. fair value of the options on the grant date	-	-	-
j. multiplication of the number of shares granted by the fair value of the options on the date of the grant	-	-	-

Grant up to 31/12/2023

a. body	Board of Directors	Executive Board	Total
b. number of members*	7.00	4.00	11.00
c. in relation to each grant of stock options	-	-	-
d. grant date;	-	-	-
e. number of options granted	-	-	-
f. term for the options to become exercisable	-	-	-
g. maximum period for exercise of the options	-	-	-
h. period of restriction to the transfer of the shares received as a result of the exercise of the options	-	-	-
i. fair value of the options on the grant date	-	-	-
j. multiplication of the number of shares granted by the fair value of the options on the date of the grant	-	-	-

Grant up to 31/12/2022

a. body	Board of Directors	Executive Board	Total
b. number of members*	7.00	4.00	11.00
c. in relation to each grant of stock options	-	-	-
d. grant date;	-	-	-

e. number of options granted	-	-	-
f. term for the options to become exercisable	-	-	-
g. maximum period for exercise of the options	-	-	-
h. period of restriction to the transfer of the shares received as a result of the exercise of the options	-	-	-
i. fair value of the options on the grant date	-	-	-
j. multiplication of the number of shares granted by the fair value of the options on the date of the grant	-	-	-

Grant up to 31/12/2021

a. body	Board of Directors	Executive Board	Total
b. number of members*	4.83	3.58	8.41
c. in relation to each grant of stock options	-	2.00	2.00
d. grant date;	-	10/05/2021	10/05/2021
e. number of options granted	-	2,700,000	2,700,000
f. term for the options to become exercisable*	-	5 years	5 years
g. maximum period for exercise of the options	-	10 years	10 years
h. period of restriction to the transfer of the shares received as a result of the exercise of the options	-	6 months	6 months
i. fair value of the options on the grant date	-	2.4019	2.4019
j. multiplication of the number of shares granted by the fair value of the options on the date of the grant	-	R\$ 6,484,995	R\$ 6,484,995

* There will be an acceleration of the options granted in the event of acquisition of control of the Company.

8.7 Open options

Fiscal Year ended on 31 December 2023

a. body	Board of Directors	Executive Board	Total
b. total number of members	7,00	4,00	11,00
c. number of remunerated members	0,00	2,00	2,00
d. with respect to the options that are not yet exercisable	-	-	-
i. quantity		2.700.000	2.700.000
ii. date on which they will become exercisable*	-	2024 - 891.000 2025 - 891.000 2026 - 918.000	2024 - 891.000 2025 - 891.000 2026 - 918.000
iii. maximum term to exercise the options	-	10-May.-2031	10-May.-2031
iv. period of restriction on the transfer of shares **	-	6 months	6 months
v. weighted average exercise price	-	R\$ 8,66	R\$ 8,66
vi. fair value of the options on the last day of the year	-	R\$ 6.484.995,00	R\$ 6.484.995,00
e. with respect to the exercisable options:	-	-	-
i. quantity	-	654.000	654.000
ii. maximum term to exercise the options	-	11-Aug.-2026	11-Aug.-2026
iii. period of restriction on the transfer of shares	-	6 months*	6 months*
iv. weighted average exercise price	-	5.6717	5.6717
v. fair value of the options on the last day of the year	-	R\$ 1.205.256,60	R\$ 1.205.256,60
f. fair value of total options on the last day of the year	-	R\$ 7.690.386,60	R\$ 7.690.386,60

* *50% of shares remain held for 6 months from exercise date

8.8 Options exercised and shares delivered

8.8 - Options exercised: in relation to options exercised in relation to the stock-based compensation of the board of directors and statutory management, in the last 3 fiscal years:

Fiscal Year ended on 31 December 2023

a. body	Board of Directors	Executive Board	Total
b. total number of members	7,00	4,00	11,00
c. number of remunerated members	0,00	2,00	2,00
d. number of shares	-	972.600	972.600
e.weighted average exercise price	-	R\$ 5,3016	R\$ 5,3016
f. weighted average market price of the shares related to the options exercised	-	R\$ 10,2765	R\$ 10,2765
g. multiplication of the total exercised options by the difference between the weighted average exercise price and the weighted average market price of the shares related to the exercised options	-	4.838.542	4.838.542

Fiscal Year ended on 31 December 2022

a. body	Board of Directors	Executive Board	Total
b. total number of members	7,00	4,00	11,00
c. number of remunerated members	1,00	1,00	2,00
d. number of shares	1.613.400	720.000	2.333.400
e.weighted average exercise price	R\$ 5,2050	R\$ 5,2050	R\$ 5,205
f. weighted average market price of the shares related to the options exercised	R\$ 9,6083	R\$ 9,0600	R\$ 9,4391
g. multiplication of the total exercised options by the difference between the weighted average exercise price and the weighted average market price of the shares related to the exercised options	7.104.284	2.775.600	9.879.849

Fiscal Year ended on 31 December 2021

a. body	Board of Directors	Executive Board	Total
b. total number of members	4,83	3,58	8,41
c. number of remunerated members	1,00	3,00	4,00
d. number of shares	2,310,000	1,014,000	3,324,000
e. weighted average exercise price	5.20500	5.30170	5.23830
f. weighted average market price of the shares related to the options exercised	10,1377	9,9461	10,0792
g. multiplication of the total exercised options by the difference between the weighted average exercise price and the weighted average market price of the shares related to the exercised options	11.394.537	4.709.475	16.103.84 1

8.9 Remuneration based on shares to be delivered to beneficiaries

Forecast for the Fiscal year ended on 31 December 2024

a. body	Board of Directors	Executive Board	Total
b. total number of members*	7.00	4.00	11.00
c. number of remunerated members	-	-	-
d. number of shares	-	-	-

Fiscal year ended on 31 December 2023

a. body	Board of Directors	Executive Board	Total
b. total number of members*	7.00	4.00	11.00
c. number of remunerated members	-	-	-
d. number of shares	-	-	-

Fiscal Year ended on 31 December 2022

a. body	Board of Directors	Executive Board	Total
b. total number of members*	7.00	4.00	11.00
c. number of remunerated members	-	-	-
d. number of shares	-	-	-

Fiscal Year ended on 31 December 2021

a. body	Board of Directors	Executive Board	Total
b. total number of members*	4.83	3.58	8.41
c. number of remunerated members	-	-	-
d. number of shares	-	-	-

8.10 Granting of shares

8.10 - Stock grants: in relation to each grant of shares made in the past three fiscal years and expected for the current fiscal year, from the board of directors and statutory management:

With respect to each grant of shares made in the past three fiscal years and expected for the current fiscal year, of the board of directors and statutory management, prepare a table with the following content:

Forecast for the Fiscal year ended on 31 December 2024

a. body	Board of Directors	Executive Board	Total
b. number of members*	7.00	4.00	11.00
c. in relation to each grant of stock options	-	-	-
d. grant date;	-	-	-
e. number of shares granted	-	-	-
f. maximum period for delivery of shares	-	-	-
g. period of restriction to the transfer of the shares	-	-	-
h. fair value of the shares on the grant date	-	-	-
i. multiplication of the number of shares granted by the fair value of the shares on the date of the grant	-	-	-

Fiscal year ended on 31 December 2023

a. body	Board of Directors	Executive Board	Total
b. number of members*	7.00	4.00	11.00
c. in relation to each grant of stock options	-	-	-
d. grant date;	-	-	-
e. number of shares granted	-	-	-
f. maximum period for delivery of shares	-	-	-
g. period of restriction to the transfer of the shares	-	-	-
h. fair value of the shares on the grant date	-	-	-
i. multiplication of the number of shares granted by the fair value of the shares on the date of the grant	-	-	-

Fiscal Year ended on 31 December 2022

a. body	Board of Directors	Executive Board	Total
b. number of members*	7.00	4.00	11.00
c. in relation to each grant of stock options	-	-	-
d. grant date;	-	-	-
e. number of shares granted	-	-	-
f. maximum period for delivery of shares	-	-	-
g. period of restriction to the transfer of the shares	-	-	-
h. fair value of the shares on the grant date	-	-	-
i. multiplication of the number of shares granted by the fair value of the shares on the date of the grant	-	-	-

Fiscal Year ended on 31 December 2021

a. body	Board of Directors	Executive Board	Total
b. number of members*	4.83	3.58	8.41
c. in relation to each grant of stock options	-	-	-
d. grant date;	-	-	-
e. number of shares granted	-	-	-
f. maximum period for delivery of shares	-	-	-
g. period of restriction to the transfer of the shares	-	-	-

h. fair value of the shares on the grant date	-	-	-
i. multiplication of the number of shares granted by the fair value of the shares on the date of the grant	-	-	-

8.11 Shares delivered

Fiscal year ended in 2023

a. body	Board of Directors	Executive Board	Total
b. number of members	7.00	4.00	11.00
c. number of remunerated members	-	-	-
d. number of shares	-	-	-
e. weighted average acquisition price	-	-	-
f. weighted average market price of the shares acquired	-	-	-
g. multiplication of the total shares acquired by the difference between the weighted average purchase price and the weighted average market price of the shares acquired	-	-	-

Fiscal year ended in 2022

a. body	Board of Directors	Executive Board	Total
b. number of members	7.00	4.00	11.00
c. number of remunerated members	-	-	-
d. number of shares	-	-	-
e. weighted average acquisition price	-	-	-
f. weighted average market price of the shares acquired	-	-	-

g. multiplication of the total shares acquired by the difference between the weighted average purchase price and the weighted average market price of the shares acquired	-	-	-
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Fiscal year ended in 2021

a. body	Board of Directors	Executive Board	Total
b. number of members	4.83	3.58	8.41
c. number of remunerated members	-	-	-
d. number of shares	-	-	-
e. weighted average acquisition price	-	-	-
f. weighted average market price of the shares acquired	-	-	-
g. multiplication of the total shares acquired by the difference between the weighted average purchase price and the weighted average market price of the shares acquired	-	-	-

8.12 Pricing of shares/options

a. pricing model

The Company's 2021 Stock Option Plan and the Parent Company's 2014 Option Plan use the binomial model. The assumptions used in calculating the fair value of this model are: expected volatility, expected life, risk free rate and expected dividend returns. The expected volatility is determined by calculating the historical volatility of the price of shares of the company. The expected dividend return is based on the dividend policy of the company. The turnover of employees is consistent with the recent turnover and is appropriate to the employees who opted for the plan. In risk-free rate calculation, the Company uses as interest rate government securities (zero coupon) currency to which the exercise price is determined.

b. data and assumptions used in the pricing model, including the average weighted price of the shares, exercise price, expected volatility, option period, expected dividends and risk-free interest rate

See above and items 8.4 and 8.5.

Weighted Average Price of Shares: Calculated by the sum of the amounts received for exercising options in a given period divided by the number of options exercised;

Exercise Price: It is the price per share to be paid by the Plan's Participant. It is calculated at the time the option is granted, and must not be lower than the Reference Price;

Programme	Exercise Price (R\$)	Year	Weighted Average Price of Shares: (R\$)
2014 Stock Option Plan (01-2014 grant)	5.2050	2014	5.2259
2014 Stock Option Plan (11-2014 grant)	5.6633		
2014 Stock Option Plan (08-2016 grant)	5.6717	2016	5.6717
2014 Stock Option Plan (05-2017 grant)	6.3333	2017	6.5436
2014 Stock Option Plan (11-2017 grant)	6.7217		
2021 Stock Option Plan (05-2021 grant)	8.6583	2021	8.6583

Reference Price: It is calculated by the average closing price of B3's Daily Bulletin for the three trading days immediately preceding the Grant Date. In the case of this 2021 Stock Option Plan, these amounts were calculated at the grant time in the 2014 Options Plan;

Dividends Expected: The original plan considered a Dividend Yield of 3.6% for all programmes;

Risk-free Interest Rate: The Risk-free Interest Rate is one of the inputs used to calculate the fair value of assets when pricing models are used, as in the case of the Binomial model.

According to CPC 10 (2010, p. 30), it is typically the implicit yield, currently available, on government bonds without coupons (zero-coupon bonds), with a remaining term equal to the expected term of the restricted share being valued.

As an estimate of the Risk-Free Interest Rate of the original plan, we used the DI issued by the National Treasury. The bond values are available on the Tesouro Direto website (<https://www.tesourodireto.com.br/titulos/precos-e-taxas.htm>). The following values were used for the security considering a maturity coupon close to the expiration period of each programme. There are 6 programmes considering the 2014 Stock Option Plan grants:

Programme	Title Term Date	Title Term	Title	Closing Rate
2014 Stock Option Plan (01-2014 grant)	10/01/2024	10/01/2024	DI1F2024	7.64%
2014 Stock Option Plan (11-2014 grant)	13/11/2024	10/10/2024	DI1V2024	7.91%
2014 Stock Option Plan (08-2016 grant)	11/08/2026	10/07/2026	DI1N2026	8.30%
2014 Stock Option Plan (05-2017 grant)	15/05/2027	10/01/2027	DI1F2027	8.42%
2014 Stock Option Plan (11-2017 grant)	09/11/2027	10/01/2028	DI1F2028	8.58%
2021 Stock Option Plan (05-2021 grant)	10/05/2031	10/01/2031	DI1F2031	9.02%

Volatility: To calculate volatility, the Company's share historical price was considered.

Programme	Volatility
2014 Stock Option Plan (01-2014 grant)	39.72%
2014 Stock Option Plan (11-2014 grant)	39.78%
2014 Stock Option Plan (08-2016 grant)	37.27%
2014 Stock Option Plan (05-2017 grant)	37.74%
2014 Stock Option Plan (11-2017 grant)	37.62%
2021 Stock Option Plan (05-2021 grant)	34.44%

Option Term: unless otherwise provided for in the option certificate and in the respective individual grant agreement, from the end of the grace period, the Participants may exercise the Options within a period of up to 10 (ten) years, counted from the grating date of the respective options within the scope of the 2014 Stock Option Plan.

Pursuant to the 2014 Stock Option Plan, the vesting period must comply the following deadlines: (i) up to 33% of the shares subject to an option may be acquired or subscribed, after three years from the grant date; (ii) an additional 33% of the shares (or 66% of the total number of shares) subject to an

option may be acquired or subscribed, after four years from the grant date; and (iii) an additional 34% of the shares (or 100% of the total number of shares) subject to an option may be acquired or subscribed, after five years from the grant date.

Turnover after Grace Period: A 5% rate after the grace period was considered. It is worth noting that, according to CPC-10 and IFRS 2, the estimated turnover before the grace date, in which the beneficiary loses the option right, should not be considered in the fair value calculation.

Early Exercise: We assume an early exercise ratio of 1.525, so the employees might exercise their options when the share price is equal to or greater than approximately 1.5 times the exercise price.

c. method used and assumptions made to incorporate the expected effects of early exercise

CPC 10 and IFRS 2 standard provide for the treatment given to cases of "Modification in the terms and conditions under which the equity instrument was granted, including cancellation and liquidation".

For Plans settled in equity instruments (shares), the accounting standard provides that "The entity must recognise, at least, the services received, measured on the grant date, at the fair value of the equity instruments granted, unless these equity instruments do not provide for the acquisition of rights due to non-compliance with any conditions for the acquisition of rights specified on the grant date (except if it is a market condition)." So, in case of instrument modification, at least the value of the original grant must be recognised.

In addition, the accounting standard states that "In addition, an entity shall recognise the effects of changes that result in an increase in the fair value of share-based payment arrangements or that otherwise benefit employees." In other words, if the change increases the fair value of the assets granted, the Company must recognise this increase.

Regarding the measurement of the recognised value, the standard provides that "The incremental fair value granted is the difference between the fair value of the modified equity instrument and the fair value of the original equity instrument, both estimated on the changing date." So, the contract must be measured, on the changing date, under the original rule and under the new rules. If the new rules have a higher fair value, this difference must be recognised. Otherwise, the original estimate is maintained.

The standard also determines that, in case of the shortening or extension of the grace period, the application of the requirements mentioned above must reflect the modified period, even if the modification occurs after the grace period.

Finally, in relation to the recognition moment, the standard defines that "If the change occurs during the vesting period, the incremental fair value granted must be included in the amount measurement recognised for the services received for the period from the modification date to the date on which the modified equity instruments have their right (vest), in addition to the amount based on the fair value, on the grant date, of the original equity instruments, which must be recognised over the original acquisition period remaining." So, the incremental value, if any, must be recognised between the time of replacement and the end of the gracing period. The original amount is still accounted for following the original term.

In this case, the alteration changed the characteristics of the granted asset, more specifically, it changed the asset of the underlying option (instead of using Wilson Sons' BDR - Brazilian Depositary Receipt asset, the security listed in Brazil). In addition, a freeze period was included in which options already exercisable cannot be exercised up to 3 months after the reverse merger date.

In these cases, as anticipated, it is necessary to calculate if there is, and what would be the incremental fair value of the modified asset, comparing the fair value of the originally granted asset and the modified one on the replacement date.

Given the context presented, the methodology consisted of:

1. Measure the original contract at the replacement date, which was done using the Hull & White Binomial model;
2. Measure the new contract on the replacement date, which was also done in the same model. In the new model, however, different input data were considered due to the characteristics of the new contract; and
3. Calculate the additional amount to be recognised by the Company due to the change, considering the recognition rules presented as item a above and item 13.4.

d. method of determining expected volatility

The historical volatility data available in item b was used. above. See item a above.

e. whether any other feature of the option was included in measurement of its fair value

Additional Freezing Period: For the 2014 Stock Option Plan original grant and for the grant of the Company's 2021 Stock Option Plan, the vesting periods vary according to the lot. A 3-month freezing period will be considered in the replacement plan for lots that have already been vested. Thus, the vesting dates remain the same, but the option exercise window is changed in the replacement plan, as shown in the table below:

Programme	Lot	Vesting Date	Start of Exercise Window (Original Plan)	Start of Exercise Window (Replacement Plan)
2014 Stock Option Plan (01-2014 grant)	1	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (01-2014 grant)	2	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (01-2014 grant)	3	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (11-2014 grant)	1	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (11-2014 grant)	2	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (11-2014 grant)	3	24/09/2021	24/09/2021	27/12/2021

2014 Stock Option Plan (08-2016 grant)	1	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (08-2016 grant)	2	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (08-2016 grant)	3	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (05-2017 grant)	1	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (05-2017 grant)	2	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (05-2017 grant)	3	15/05/2022	15/05/2022	15/05/2022
2014 Stock Option Plan (11-2017 grant)	1	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (11-2017 grant)	2	24/09/2021	24/09/2021	27/12/2021
2014 Stock Option Plan (11-2017 grant)	3	09/11/2022	09/11/2022	09/11/2022
2021 Stock Option Plan (05-2021 grant)	1	10/05/2024	10/05/2024	10/05/2024
2021 Stock Option Plan (05-2021 grant)	2	10/05/2025	10/05/2025	10/05/2025
2021 Stock Option Plan (05-2021 grant)	3	10/05/2026	10/05/2026	10/05/2026

8.13 Holdings per organization

Company	Share Class	Board of Directors	Executive Board	Fiscal Council	Total Shares (31/12/2023)
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Wilson Sons S.A.	Common Shares	4.251.960	2.026.686	0	6.278.646
	Stock Options	0	654.000	0	654.000
Ocean Wilsons Holdings Limited	Common Shares	4.264.285	20,400	0	4.284.685
Allink Transportes Internacionais Ltda	Common Shares	45	0	0	45

8.14 Pension plans

Fiscal year ended in 31 December 2023

R\$	2021	2022	2023
a. Body	Executive Board	Executive Board	Executive Board
b. Number of members	3,58	4,00	4,00
c. Number of compensated members	3,58	4,00	4,00
d. Plan name	Icatu Seguros	Icatu Seguros	Icatu Seguros
e. Number of managers in a position to retire	1	1	1
f. Conditions for early retirement	See conditions below	See conditions below	See conditions below
g. Updated amount of accumulated contributions to the pension plan up to the close of the last fiscal year, minus the amount contributed directly by the	2.324.991,78	3.245.256,52	3.801.166,41
Executive Officers			
h. Total accumulated amount of contributions made during the last year, minus the amount contributed directly by the managers	158.890,63	199.888,32	200.144,00

i. if early redemption is allowed and what are the conditions

The participant may affect early redemption based in the following conditions:

- During the time between the registration date and the benefit grant date (deferred period), the participant is allowed, at any time, to request redemption of all or part of the reserves constituted with their own contributions. The minimum interval between redemption requests of a participant in the selected plan will be 60 (sixty) days counted from the final redemption request registration date. Finally, in case of early redemption of basic participating account, the Company will withdraw the same amount redeemed by the employee in the grantor's basic account;
- During the deferral period, the reserves comprising the basic contributions made by the Company will only be available to the participant after the end of the employment relationship. The reserve redemption percentage will vary from 20% to 100%, in observance of the proportionality over a period of two (2) to 15 (fifteen) years of work at the institution and rules according to the type of termination; and

Regarding the occurrence of death or disability of the participant before retirement, payment will be made of 100% of the accrued balance up to occurrence of the fact to the participant, or failing that, to the listed beneficiaries. In turn, they will select the lump sum payment or retirement income annuity.

8.15 Minimum, average and maximum remuneration

	Executive Board		
	31/12/2023	31/12/2022	31/12/2021
Number of members	4.00	4.00	3.58
Number of members receiving compensation	4.00	4.00	3.58
Amount of highest compensation (Reais)	6,332,423.11	6,332,423.11	9,073,487.99
Amount of lowest compensation (Reais)	1,129,023.60	1,129,023.60	551,094.06
Average compensation amount (Reais)	4,424,804.36	4,424,804.36	5,613,723.46

Note

Executive Board	
31/12/2023	Values recognised on an accrual basis.
31/12/2022	Values recognised on an accrual basis.
31/12/2021	Values recognised on an accrual basis.

	Board of Directors		
	31/12/2023	31/12/2022	31/12/2021
Number of members	7.00	7.00	4.83
Number of members receiving compensation	6.00	6.00	4.08
Amount of highest compensation (Reais)	5,198,749.05	5,198,749.05	5,587,657.12
Amount of lowest compensation (Reais)	340,567.21	340,567.21	84,028.30
Average compensation amount (Reais)	1,164,454.49	1,164,454.49	1,477,648.47

Note

Board of Directors	
31/12/2023	Values recognised on an accrual basis
31/12/2022	Values recognised on an accrual basis.
31/12/2021	Values recognised on an accrual basis.

8.16 Remuneration/indemnity mechanisms

Describe agreements, insurance policies or other instruments that structure mechanisms of compensation or indemnity for managers in case of removal from office or retirement, including financial consequences to the issuer.

In case of removal of managers who make fixed contributions to the health plan, they may continue in the policies, based on the applicable legislation, bearing the full cost of the plan, by age, and within the period indicated by the corresponding legislation. The consequences of this are the impact on the claims of the policies and the mandatory provision in the balance sheet of the corresponding actuarial liability.

8.17 Percentage of related parties in the remuneration

	Board of Directors	Executive Board	Fiscal Board
Financial Year planned for 2024	18%	-	-
Fiscal year ended on 31/12/2023	18%	-	-
Fiscal year ended on 31/12/2022	20%	-	-
Fiscal year ended on 31/12/2021	14%	-	-

8.18 Remuneration - other functions

In relation to the last 3 fiscal years and the forecast for the current fiscal year, indicate the amounts recognised in the issuer's income as compensation for members of the board of directors, statutory board or fiscal council, grouped by body, for any reason other than the function they occupy, such as commissions and consulting or advisory services provided

Board of Directors

Executive Board:

Not applicable

Board Directors:

Not applicable

Fiscal Council:

Not applicable

8.19 Recognised remuneration of the controller/controlled subsidiaries

In the current fiscal year (2024), there is no forecast for any member of the executive board to be compensated by a subsidiary of the company.

In the fiscal year ended on December 31, 2023, no member of the executive board was compensated by a subsidiary of the company.

Fiscal Year 2023 - compensation received due to the exercise of a position in the Company				
In R\$	Board of Directors	Executive Board	Fiscal Council	Total
Direct and Indirect Controllers	N/A	N/A	N/A	N/A
Company's Subsidiaries	N/A	N/A	N/A	N/A
Joint Ventures	N/A	N/A	N/A	N/A
Fiscal Year 2023 - other remuneration received, specifying the amount received				
In R\$	Board of Directors	Executive Board	Fiscal Council	Total
Direct and Indirect Controllers	N/A	N/A	N/A	N/A
Company's Subsidiaries	N/A	N/A	N/A	N/A
Joint Ventures	N/A	N/A	N/A	N/A

In the fiscal year ending December 31, 2022, no member of the statutory board was compensated by a subsidiary of the company.

Fiscal Year 2022 - compensation received due to the exercise of a position in the Company				
In R\$	Board of Directors	Executive Board	Fiscal Council	Total
Direct and Indirect Controllers	N/A	N/A	N/A	N/A
Company's Subsidiaries	N/A	N/A	N/A	N/A
Joint Ventures	N/A	N/A	N/A	N/A
Fiscal Year 2022 - other remuneration received, specifying the amount received				
In R\$	Board of Directors	Executive Board	Fiscal Council	Total
Direct and Indirect Controllers	N/A	N/A	N/A	N/A
Company's Subsidiaries	N/A	N/A	N/A	N/A
Joint Ventures	N/A	N/A	N/A	N/A

In the Fiscal Year ended on 31 December 2021, two members of the Executive Board were remunerated by a subsidiary of the Company due to the performance of the function of Director of Operations and Treasury and Investor Relations Manager in the operation of the subsidiary Wilson Sons Serviços Marítimos Ltda.

Fiscal Year 2021- compensation received due to the exercise of a position in the Company				
In R\$	Board of Directors	Executive Board	Fiscal Council	Total
Direct and Indirect Controllers	N/A	N/A	N/A	N/A
Company's Subsidiaries	N/A	N/A	N/A	N/A
Joint Ventures	N/A	N/A	N/A	N/A
Fiscal Year 2021 - other remuneration received, specifying the amount received				
In R\$	Board of Directors	Executive Board	Fiscal Council	Total
Direct and Indirect Controllers	N/A	N/A	N/A	N/A
Company's Subsidiaries	N/A	N/A	N/A	N/A
Joint Ventures	N/A	N/A	N/A	N/A

8.20 Provide other information the company deems relevant

The Board of Directors is empowered to manage the business and thus is the body responsible for making decisions, formulating general guidelines and plans of action for businesses including for long-term investments.

In addition, we are reporting in this section the Executive Board, which together with the Board of Directors participate in the Company's decision-making process.



Wilson, Sons

III. Model of the Distance Voting Ballot (according to ANNEX M of RCVM 81/22 CVM)



DISTANCE VOTING BALLOT

Extraordinary General Meeting (EGM) - WILSON SONS S.A. to be held on 01/23/2024

Shareholder's Name

Shareholder's CNPJ or CPF

E-mail

Instructions on how to cast your vote

This form must be filled in if the shareholder chooses to exercise his/her right to vote remotely at the Extraordinary General Meeting of Wilson Sons S.A., convened for 23 January 2024, at 09:00 am, pursuant to the Brazilian Securities Commission (CVM) Resolution N° 81/2022, as amended. In this case, it is mandatory that the above fields be filled in with the shareholders full name (or corporate name) and the number in the Register of the Ministry of Finance, whether the employer identification number (SSN, in Brazil CNPJ) for legal entities or the social security number (SSN, in Brazil CPF) for individuals, in addition to a email address for possible contacts.

Moreover, in order for this voting form to be considered valid, the shareholder shall be considered present and the votes cast herein shall be accounted for in the quorum of the General Meeting:

- (i) all fields below must be duly filled out;
- (ii) all of its pages must be initialed;
- (iii) at the end, the shareholder or its legal representative(s), as the case may be and in accordance with current legislation, shall sign the voting form; and
- (iv) signatures affixed to the voting form must have recognized signatures and must be notarized, consularized or apostilled, as the case may be.

Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider

Shareholders who elect to exercise his/her remote vote right may: (1) the financial institution hired by the Company to provide securities bookkeeping services; (2) to his/her custody agents providing such service, in the case of shareholders with shares deposited with a central securities depository; or (3) directly to the Company. Please follow the instructions below:

1. Voting exercise by means of financial institution hired by the Company to provide securities bookkeeping services - BTG PACTUAL SERVIÇOS FINANCEIROS S/A DTVM (as contact information of the item below)

2. Voting exercise through service providers – Remote voting system

A shareholder who elects to exercise his/her remote voting right through service providers must transmit his/her voting instructions to his/her respective custody agents, observing the rules determined by them, which in turn will forward such intentions of vote to the Central Depository of B3 S.A. – Brasil, Bolsa, Balcão ("B3"). Thus, shareholders shall contact their custody agents and verify the procedures established by them for the issuance of voting instructions via the voting form, as well as the documents and information required by them. Pursuant to RCVM 81, as amended, the shareholder shall transmit the instructions for completing the voting form to its custody agents within seven (7) days before the date of the Meeting, that is, up to and including 16 January 2024, unless a different term (but no later than such date) is established by their custody agents. It is worth observing that, as determined by RCVM 81, the B3's Central Depository, upon receiving voting instructions from the shareholders through their respective custody agent, will disregard any instructions that differ from the same resolution that have been issued by the same SSN and EIN number.

3. Sending of the voting form by the shareholder directly to the Company

The shareholder who elects to exercise his/her right to vote remotely may, alternatively, do so directly to the Company, and, for this purpose, he/she must forward the following documents to the Company, to the following e-mail address e-mail ri@wilsonsons.com.br to the attention of the Investor Relations Department: (i) physical form of this voting form duly completed, initialed and signed; and (ii) certified copy of the following documents:

(a) Individual:

- identity document with photo of the shareholder or its legal representative;
- when represented by a proxy, a certified copy of the document proving the powers of the signatory.

(b) Legal entity:

- last by-laws ou consolidated articles of association and corporate documents proving the legal representation of the shareholder; and
- identity document with photo of the shareholder or its legal representative.

(c) Investment funds:

- last consolidated regulation of the fund;
- last by-laws or consolidated articles of association of the fund administrator and/or manager, as the case may be, subject to the voting policy of the fund, and corporate documents proving the legal representation of the shareholder; and
- identity document with photo of the shareholder or its legal representative.

The shareholder may also, if prefer, send the scanned copies of this voting form and the aforementioned documents to the email ri@wilsonsons.com.br, in which case it will also be necessary to send the original copy of the voting form Certified documents required by 17 April 2022 (inclusive), to the following e-mail address e-mail ri@wilsonsons.com.br, at the attention of Investor Relations Executive Board. Documents signed abroad must be notarized, consularized or apostilled, as the case may be, with the Brazilian Embassy or Consulate of the place of issue. Once the voting form and the required documentation are received, the Company will advise the

DISTANCE VOTING BALLOT

Extraordinary General Meeting (EGM) - WILSON SONS S.A. to be held on 01/23/2024

shareholder of its receipt and acceptance or not, pursuant to RCVM 81, as amended. If this voting form is eventually sent directly to the Company, and is not fully filled in or is not accompanied by the supporting documents described above, it will be disregarded, and the shareholder will be informed through the email address indicated in the voting form.

Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company / Instructions for meetings that allow electronic system's participation, when that is the case.

Email address: ri@wilsonsons.com.br

Postal Address: Praia de Botafogo, 186, 4° floor, room 301, Botafogo, Rio de Janeiro, RJ, Zip Code 22250-145.86, Rio de Janeiro- RJ at the attention of Investor Relations Executive Board.

Indication of the institution hired by the company to provide the registrar service of securities, with name, physical and electronic address, contact person and phone number

BTG PACTUAL SERVIÇOS FINANCEIROS S/A DTVM

Praia de Botafogo, n.º 501, 5º andar (parte), Torre Corcovado, Botafogo, – Rio de Janeiro – Brasil

E-mail: escrituracao.acao@btgpactual.com

Website: www.btgpactualdigital.com

(11) 3383-1132

Resolutions concerning the Extraordinary General Meeting (EGM)

[Eligible tickers in this resolution: PORT3]

1. Deliberate on the global annual remuneration limit for the management of the Company for the fiscal year 2024, in the amount of R\$172,560,461.83 (one hundred and seventy-two million five hundred and sixty thousand four hundred and sixty-one reais and eighty-three cents) which doesn't include social charges that are responsibility of the Company, according to the Circular Letter CVM/SEP/Anual/2023.

[☐] Approve [☐] Reject [☐] Abstain

City : _____

Date : _____

Signature : _____

Shareholder's Name : _____

Phone Number : _____