
MATERIAL FACT

Rio de Janeiro, 20 December 2023 - Wilson Sons S.A. (Ticker: PORT3) ("Wilson Sons" or "Company"), in compliance with article 157, paragraph 4, of Law No. 6,404/76, as amended, and other applicable legal and regulatory provisions, hereby informs its shareholders and the market in general that its Board of Directors, at a meeting held on this date, approved a retention and non-competition plan for key Company professionals ("Retention and Non-Competition Plan") with the objective of not only protecting but also maximising value for the Company, the effects of which will be conditioned upon a possible operation resulting from the strategic review being carried out by its indirect controlling shareholder, Ocean Wilsons Holdings Limited ("OWHL"), as per the Material Facts disclosed on 12 June 2023 and 14 November 2023, as well as the suspension of the Long-Term Incentive Plan approved at the Company's ordinary and extraordinary general meeting held on 24 April 2023. The Retention and Non-Competition Plan and the suspension of the Long-Term Incentive Plan are subject to the approval of the overall compensation proposal for the Company's management, encompassing the amounts related to the Retention and Non-Compete Plan, referring to the fiscal year of 2024, by the extraordinary general meeting to be held on 23 January 2024 ("EGM").

As previously informed, the strategic review being carried out by OWHL will consider all possible options, and there can be no certainty as to its outcome.

The Company informs that the terms and conditions of the Retention and Non-Competition Plan and the suspension of the Long-Term Incentive Plan are described in the Management Proposal for the EGM made available to shareholders together with the other documents relating to the convening of the EGM on the Company's investor relations website (www.wilsonsons.com.br/ir), on the Brazilian Securities and Exchange Commission website (www.gov.br/cvm/), and on the B3 S.A. – Brasil, Bolsa, Balcão website (www.b3.com.br).

Michael Robert Connell
Investor Relations Officer