

MATERIAL FACT

Rio de Janeiro, 28 October 2025 – Wilson Sons S.A. (B3 Ticker: PORT3) (“Wilson Sons” or the “Company”), in compliance with applicable regulations and further to the material facts disclosed on 21 October 2024, 14 March 2025, 3 April 2025, 22 April 2025, 20 May 2025, 4 June 2025, 11 June 2025, 15 September 2025, 20 October 2025, and 23 October 2025, in connection with the sale of the Company’s corporate control (“Transaction”), hereby informs the following:

As previously disclosed by the Company, shareholders holding Remaining Outstanding Shares (as defined below) were granted the option to sell their shares to *SAS Shipping Agencies Services Sàrl* (“Offeror”): (i) within three (3) months from the date of the unified tender offer auction launched by the Offeror (“Offer”), i.e., until 23 January 2026; or (ii) until the date of any approval of the compulsory redemption of 10,389,820 (ten million, three hundred and eighty-nine thousand, eight hundred and twenty) common shares issued by the Company that are outstanding and not sold in the Offer auction (“Remaining Outstanding Shares” and “Redemption”, respectively); whichever occurs first (“Subsequent Acquisitions”).

All Subsequent Acquisition requests will be processed on a weekly basis, and the Offeror shall make payment of the amounts due on the following Friday, duly updated by the SELIC rate (the interest rate of the Special System for Settlement and Custody of the Central Bank of Brazil, as published by the Brazilian Financial and Capital Markets Association – ANBIMA) through to the relevant financial settlement date, pursuant to Section 12.1.8 of the Offer notice (“Offer Notice”).

The Company clarifies that the procedure described above applies to all shareholders holding Remaining Outstanding Shares, including Non-Resident Investors (as defined in the Offer Notice). Non-Resident Investors must submit the IRRF Documentation (as defined in the Offer Notice) at the time they submit the sell order for their Remaining Outstanding Shares, via the e-mail address: opa-wilsonsons@mellortorres.com.br. The Offeror and its legal representative will rely on the information and supporting documents provided by Non-Resident Investors or, as applicable, their duly appointed legal representatives or local custodians in Brazil, to calculate the applicable Capital Gain (as defined in the Offer Notice) and the corresponding amount of withholding income tax (IRRF, as defined in the Offer Notice) to be retained, as set out in the Offer Notice.

Should the IRRF Documentation be missing or incomplete, the Offeror and its legal representative in Brazil reserve the right to withhold IRRF on the Capital Gain event assuming an Average Acquisition Cost (as defined in the Offer Notice) of zero, pursuant to Section 6.8.1.6 of the Offer Notice.

With regard to the specific procedures applicable to Non-Resident Investors, the Company recommends a careful review of Sections 6.8.1, 6.8.1.2, 6.8.1.5 and 6.8.1.7 of the Offer Notice, and remains available through its official investor relations channels.



WILSON SONS S.A.
CNPJ: 33.130.691/0001-05
Publicly Listed Company
B3 Ticker: PORT3

Michael Robert Connell
CFO and Investor Relations Officer