
MATERIAL FACT

Rio de Janeiro, 17 October 2024 – Wilson Sons S.A. (B3 Ticker: PORT3) (“Wilson Sons” or “Company”), pursuant to the regulations in force, further to the material facts of 12 June 2023, 14 November 2023, and 23 August 2024, regarding the strategic review being carried out by its indirect controlling shareholder, Ocean Wilsons Holdings Limited (“OWHL”), and in light of the article “Exclusive: I Squared is expected to make a purchase offer for Wilson Sons shares in 15 days, according to sources.” published in the newspaper Valor Econômico on this date (“Article”), hereby presents the clarifications below.

The Company received a letter last night from I Squared Capital Advisers (US) LLC (“I Squared”), in which it states that it is considering launching a possible voluntary tender offer to acquire control (and up to 100%) of the Company, without indicating a price per share or any other conditions of the potential offer. The letter also states that I Squared will only decide on whether to proceed with the potential offer in the next 15 (fifteen) days.

Wilson Sons' Investor Relations Officer inquired OWHL regarding the content of the Article. OWHL confirmed the interruption of discussions with I Squared to explore the terms of a potential transaction involving the acquisition of OWHL's interest in Wilson Sons.

OWHL emphasised that its strategic review remains ongoing and that it is in active discussions with another interested party to explore the terms of a potential transaction involving the acquisition of the stake held by OWHL in Wilson Sons. OWHL highlighted, further, that there can be no certainty that a transaction will be entered into, nor as to the terms of any such transaction.

The Company reiterates its commitment to the best levels of transparency and corporate governance and will keep its shareholders and the market in general duly informed of any material act or fact, under the terms of the applicable legislation.

Michael Robert Connell
Investor Relations Officer