

FATO RELEVANTE

Rio de Janeiro, 4 de junho de 2025 – A Wilson Sons S.A. (Código B3: PORT3) ("Wilson Sons" ou "Companhia"), em conformidade com a regulamentação vigente e em continuidade aos Fatos Relevantes divulgados em 21 de outubro de 2024, 14 de março de 2025, 3 de abril de 2025, 22 de abril de 2025 e 20 de maio de 2025, no contexto da alienação do controle societário da Companhia detido pela *OW Overseas (Investments) Limited* ("Vendedor") à *SAS Shipping Agencies Services Sàrl* ("Comprador"), subsidiária integral da *MSC Mediterranean Shipping Company S.A.* ("MSC"), com sede em Luxemburgo e inscrita no Cadastro Nacional da Pessoa Jurídica do Ministério da Fazenda ("CNPJ") sob o nº 44.467.019/0001-18 ("Operação"), vem informar o quanto segue:

Nesta data, a Companhia recebeu comunicações de seu acionista controlador indireto, *Ocean Wilsons Holdings Limited* (Anexo I), bem como do Comprador (Anexo II), informando sobre o fechamento e a consumação da Operação, que resultou na alienação do controle acionário da Wilson Sons para o Comprador.

Com a conclusão da Operação, o Comprador adquiriu 248.664.000 ações ordinárias de emissão da Companhia, detidas pelo Vendedor, correspondentes a aproximadamente 56,39% do capital social total e votante da Companhia ("Ações de Controle"). Considerando, adicionalmente, a aquisição prévia de 52.917.348 ações, realizada em bolsa de valores, conforme divulgado no Fato Relevante de 5 de dezembro de 2024, o Comprador passou a deter, nesta data, um total de 301.581.348 ações ordinárias, representando aproximadamente 68,39% do capital social da Companhia. Consequentemente, o Vendedor deixou de deter qualquer participação acionária na Companhia. O Comprador declarou que: **(i)** não detém, direta ou indiretamente, outros valores mobiliários de emissão da Companhia além dos mencionados, tampouco instrumentos financeiros derivativos referenciados em tais ações, sejam de liquidação física ou financeira, nem é parte em quaisquer acordos ou contratos que regulem o exercício de voto ou a compra e venda de valores mobiliários de emissão da Companhia; **(ii)** tem a intenção de realizar o cancelamento do registro e emissor de valores mobiliários da Companhia, por meio da Oferta Pública Unificada (conforme definida abaixo); bem como **(iii)** possui planos de alteração da estrutura administrativa da Companhia, incluindo a indicação de dois membros para compor o Conselho de Administração.

O valor total pago pelas Ações de Controle foi de R\$ 4.351.620.000,00 (quatro bilhões, trezentos e cinquenta e um milhões, seiscentos e vinte mil reais), à vista, em moeda corrente nacional, equivalente a R\$ 17,50 (dezessete reais e cinquenta centavos) por ação ("Preço de Aquisição").

Em razão da consumação da Operação, a Companhia recebeu as cartas de renúncia dos Srs. William Henry Salomon e Christopher Robert William Townsend aos cargos de membros do Conselho de Administração. Adicionalmente, em conformidade com o artigo 150 da Lei das Sociedades por Ações e com o §6º do artigo 11 do Estatuto Social da Companhia, os Srs. Hugues Ronan Favard (Diretor de Investimentos da MSC Mediterranean Shipping Company S.A.) e Elber Alves Justo (Diretor Presidente da MSC Mediterranean Shipping do Brasil Ltda.) foram eleitos para integrar o Conselho de Administração da Companhia, conforme ata da reunião do Conselho realizada nesta data.

Oferta Pública de Aquisição de Ações:

O Comprador informou à Companhia que, nos termos da regulamentação aplicável, protocolará perante a Comissão de Valores Mobiliários ("CVM") pedido de registro de oferta pública de aquisição de ações unificada, com os objetivos

de: **(i)** conferir aos acionistas minoritários o direito de alienar suas ações ordinárias de emissão da Companhia, nos mesmos termos e condições oferecidas ao Vendedor, na forma do artigo 254-A da Lei nº 6.404, de 15 de dezembro de 1976, conforme alterada (“Lei das Sociedades por Ações”), da Resolução da CVM nº 85, de 31 de março de 2022 (“Resolução CVM 85”), do capítulo VII do Estatuto Social da Companhia e da Seção XI do “Regulamento do Novo Mercado” da B3 S.A. – Brasil, Bolsa, Balcão (“Regulamento do Novo Mercado” e “B3”, respectivamente); **(ii)** realizar o cancelamento do registro da Companhia como emissor de valores mobiliários perante a CVM, nos termos do §4º, do artigo 4 da Lei das Sociedades por Ações, da Resolução da CVM nº 80, de 29 de março de 2022, conforme alterada, e da Resolução CVM 85; e **(iii)** promover a saída da Companhia do segmento do Novo Mercado da B3, nos termos do capítulo VIII do Estatuto Social da Companhia e da Seção II do Regulamento do Novo Mercado (“Oferta Pública Unificada”).

Ainda de acordo com o Comprador, a Oferta Pública Unificada será destinada à aquisição da totalidade das ações ordinárias de emissão da Companhia, excetuadas aquelas de titularidade do próprio Comprador, ao preço ao menos igual ao pago na Operação, atualizado monetariamente pela taxa referencial do Sistema Especial de Liquidação e de Custódia (SELIC), desde o término da Operação até a data do leilão, nos termos do artigo 33, §3º, da Resolução CVM 85, a ser pago à vista e em moeda corrente nacional aos acionistas que aderirem à Oferta Pública Unificada.

O Comprador informou, ainda, que contratou: **(i)** o *Itaú BBA Assessoria Financeira S.A.* e o *Banco Santander (Brasil) S.A.*, como assessores financeiros da Oferta Pública Unificada; **(ii)** a *Itaú Corretora de Valores S.A.*, como instituição intermediária da Oferta Pública Unificada; e **(iii)** a *Apsis Consultoria Empresarial Ltda.*, como avaliadora independente no âmbito da Oferta Pública Unificada.

Objetivo da Aquisição:

O Comprador declarou que a aquisição do controle da Wilson Sons está alinhada à estratégia de expansão e consolidação da presença da MSC na América Latina, em especial no Brasil, com o objetivo de fortalecer sua capacidade logística na região e gerar sinergias operacionais e ganhos de eficiência.

Sobre o Comprador e a MSC:

O Comprador é uma subsidiária integral da MSC, companhia privada, líder global em transporte e logística. Fundada em 1970 e sediada em Genebra, Suíça, a MSC é de propriedade e administrada pela família Aponte, tendo evoluído de uma operação com uma única embarcação para uma organização global, com uma frota de mais de 900 navios e uma equipe superior a 200.000 funcionários.

A Wilson Sons reitera seu compromisso com os mais elevados padrões de governança corporativa e transparência, e seguirá mantendo seus acionistas e o mercado em geral devidamente informados sobre quaisquer atos ou fatos relevantes, em estrita observância à legislação e regulamentação aplicáveis.

Michael Robert Connell
Diretor de Relações com Investidores

ANEXO I
CARTA ENVIADA POR OW OVERSEAS (INVESTMENTS) LIMITED

(Conteúdo do anexo segue nas páginas seguintes.)
(Restante desta página intencionalmente deixado em branco.)

Londres, 4 de junho de 2025.

À

Wilson Sons S.A.

At.: Sr. Michael Robert Connell
Diretor de Relações com Investidores
E-mail: michael.connell@wilsonsons.com.br

Ref.: Alienação de Participação Acionária Relevante

Prezados Senhores,

Em atendimento ao disposto no artigo 12 da Resolução CVM nº 44, de 23 de agosto de 2021 ("Resolução CVM 44"), a OW Overseas (Investments) Limited, companhia com sede social em 130 Jermyn Street, Londres, SW1Y 4UR, Reino Unido, inscrita no CNPJ sob o nº 43.013.802/0001-49 ("OWOIL"), neste ato representada por seu representante legal no Brasil, Sr. Jorge Eduardo Gouvêa Vieira, brasileiro, casado, advogado, inscrito no CPF sob o nº 962.732.757-34, vem informar o quanto segue:

Na presente data, a OWOIL alienou, por meio de operação privada, 248.664.000 ações ordinárias de emissão da Wilson Sons S.A. ("Companhia"), correspondentes a aproximadamente 56,39% do capital social total e votante da Companhia, e representativas da totalidade das ações da Companhia detidas pela OWOIL, à SAS Shipping Agencies Services Sàrl, companhia sediada em Luxemburgo e inscrita no CNPJ sob o nº 44.467.019/0001-18 ("SAS"), no âmbito da operação divulgada em 21 de outubro de 2024 e outras ocasiões, cujo fechamento e consumação ocorreram nesta data ("Alienação").

Em razão da Alienação, a OWOIL deixou de deter participação no capital social da Companhia, e tampouco possui, direta ou indiretamente, quaisquer outros valores mobiliários de emissão da Companhia ou instrumentos financeiros derivativos referenciados em tais ações da Companhia, seja com liquidação física ou financeira. Assim, não se aplicam as informações previstas nos incisos II a V do artigo 12 da Resolução CVM 44.

Diante do exposto, solicitamos à Companhia que proceda à imediata divulgação ao mercado das informações ora prestadas, em conformidade com a regulamentação aplicável.

Atenciosamente,

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OW Overseas (Investments) Limited

Certificado de Conclusão

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Status: Concluído

Assunto: Assinatura: OWOIL_Transaction Completion_CVM 44 - PT

Número da Requisição JO:

Envelope fonte:

Documentar páginas: 1

Assinaturas: 1

Remetente do envelope:

Certificar páginas: 4

Rubrica: 0

Amanda Lopes Lopes

Assinatura guiada: Ativado

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RJ, Rio de Janeiro 20091-005

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amanda.silva@wilsonsons.com.br

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Rastreamento de registros

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amanda.silva@wilsonsons.com.br

Eventos do signatário**Assinatura****Registro de hora e data**

Jorge Eduardo Gouvêa Vieira

jegv@eagv.com.br

sócio

Escritório de Advocacia Gouvêa Vieira

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Termos de Assinatura e Registro Eletrônico:

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ID: 08966089-69d7-47a3-9fe3-5c923aa55af0

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ANEXO II
CARTA ENVIADA POR SAS SHIPPING AGENCIES SERVICES SÀRL

(Conteúdo do anexo segue nas páginas seguintes.)
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À

Wilson Sons S.A.

At.: Sr. Michael Robert Connell
Diretor de Relações com Investidores
E-mail: michael.connell@wilsonsons.com.br

Ref.: Aquisição de Controle (Participação Acionária Relevante)

Prezados Senhores,


Em atendimento ao disposto nos artigos 10 e 12 da Resolução CVM nº 44, de 23 de agosto de 2021 ("Resolução CVM 44"), a SAS Shipping Agencies Services Sàrl, companhia com sede social em 11B, Boulevard Joseph II, L-1840, Luxemburgo, inscrita no CNPJ sob o nº 44.467.019/0001-18 ("SAS"), neste ato representada por seu representante legal no Brasil, Sr. Elber Alves Justo, brasileiro, casado, administrador de empresas, portador da Cédula de Identidade RG nº 14.945.651-7, inscrito no Cadastro de Pessoas Físicas (CPF) sob o nº 197.480.778-96, vem, por meio desta, solicitar a imediata divulgação ao mercado das informações a seguir:

- I. Objetivo da Aquisição: Na presente data, a SAS adquiriu da OW Overseas (Investments) Limited, por meio de operação privada, aproximadamente 56,39% do capital social total e votante da Wilson Sons S.A. ("Companhia"), a fim de se tornar acionista controladora da Companhia ("Operação"). A SAS pretende promover alterações na estrutura administrativa da Companhia, incluindo a indicação de dois membros para compor o Conselho de Administração da Companhia. A aquisição do controle da Wilson Sons S.A. está alinhada à estratégia de expansão e consolidação da presença da MSC na América Latina, em especial no Brasil, com o objetivo de fortalecer sua capacidade logística na região e gerar sinergias operacionais e ganhos de eficiência.
- II. Número de Valores Mobiliários Detidos: Nesta data, a SAS adquiriu 248.664.000 ações ordinárias de emissão da Companhia. Considerando a aquisição prévia de 52.917.348 ações, realizada em bolsa de valores, a SAS passou a deter, nesta data, um total de 301.581.348 ações ordinárias, representando aproximadamente 68,39% do capital social da Companhia. Além desta participação acionária, a SAS não detém, direta ou indiretamente, quaisquer outros valores mobiliários de emissão da Companhia, tampouco instrumentos financeiros derivativos referenciados em tais ações, sejam de liquidação física ou financeira.
- III. Acordos de Voto ou Alienação: A SAS não é parte em qualquer acordo ou contrato que regule o exercício do direito de voto ou a compra e venda de valores mobiliários de emissão da Companhia.
- IV. Representante Legal: A SAS constituiu o Sr. Elber Alves Justo como seu representante legal no País para os efeitos do artigo 119 da Lei nº 6.404, de 15 de dezembro 1976.

- V. Oferta Pública de Aquisição de Ações: A SAS irá requerer à CVM, nos termos da regulamentação aplicável, pedido de registro de oferta pública de aquisição de ações unificada, com os objetivos de: **(i)** conferir aos acionistas minoritários o direito de alienar suas ações ordinárias de emissão da Companhia, nos mesmos termos e condições oferecidas ao antigo controlador, na forma do artigo 254-A da Lei nº 6.404/76, da Resolução CVM nº 85/2022, do capítulo VII do Estatuto Social da Companhia e da Seção XI do Regulamento do Novo Mercado da B3; **(ii)** realizar o cancelamento do registro da Companhia como emissor de valores mobiliários perante a CVM, nos termos do §4º, do artigo 4 da Lei nº 6.404/76, da Resolução CVM nº 80/2022 e da Resolução CVM nº 85/2022; e **(iii)** promover a saída da Companhia do segmento do Novo Mercado da B3, nos termos do capítulo VIII do Estatuto Social da Companhia e da Seção II do Regulamento do Novo Mercado ("Oferta Pública Unificada"). A Oferta Pública Unificada será destinada à aquisição da totalidade das ações ordinárias de emissão da Companhia, excetuadas aquelas de titularidade da SAS, ao preço ao menos igual ao pago na Operação, atualizado monetariamente pela taxa referencial do Sistema Especial de Liquidação e de Custódia (SELIC), desde o término da Operação até a data do leilão, nos termos do artigo 33, §3º, da Resolução CVM 85, a ser pago à vista e em moeda corrente nacional aos acionistas que aderirem à Oferta Pública Unificada. A SAS contratou: **(i)** o *Itaú BBA Assessoria Financeira S.A.* e o *Banco Santander (Brasil) S.A.*, como assessores financeiros da Oferta Pública Unificada; **(ii)** a *Itaú Corretora de Valores S.A.*, como instituição intermediária da Oferta Pública Unificada; e **(iii)** a *Apsis Consultoria Empresarial Ltda.*, como avaliadora independente no âmbito da Oferta Pública Unificada.

Atenciosamente,

SAS Shipping Agencies Services Sàrl



Hugues Favard

MATERIAL FACT

Rio de Janeiro, 4 June 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, and 20 May 2025, in connection with the sale of the controlling interest in the Company held by *OW Overseas (Investments) Limited* (the “Seller”) to *SAS Shipping Agencies Services Sàrl* (the “Buyer”), a wholly-owned subsidiary of *MSC Mediterranean Shipping Company S.A.* (“MSC”), headquartered in Luxembourg and enrolled with the Brazilian Corporate Taxpayer I.D. (“CNPJ”) under No. 44.467.019/0001-18 (the “Transaction”), hereby informs the following:

On this date, the Company received formal notices from its indirect controlling shareholder, *Ocean Wilsons Holdings Limited* (Schedule I), as well as from the Buyer (Schedule II), confirming the completion and consummation of the Transaction, which resulted in the transfer of Wilson Sons’ controlling interest to the Buyer.

Upon completion of the Transaction, the Buyer acquired 248,664,000 common shares issued by the Company, previously held by the Seller, representing approximately 56.39% of the total and voting share capital of the Company (the “Controlling Shares”). Furthermore, considering the prior acquisition of 52,917,348 shares through the stock exchange, as disclosed in the material fact dated 5 December 2024, the Buyer now holds, as of this date, a total of 301,581,348 common shares, corresponding to approximately 68.39% of the Company’s share capital. As a result, the Seller no longer holds any interest in the Company. The Buyer has declared that it: **(i)** does not currently hold, either directly or indirectly, any additional securities issued by the Company beyond those mentioned above, nor any derivative financial instruments referencing such shares, whether for physical or cash settlement, nor is a party to any agreements or contracts governing the exercise of voting rights or the purchase and sale of securities issued by the Company; **(ii)** intends to pursue the cancellation of the Company’s registration as a securities issuer through the Unified Tender Offer (as defined below); and **(iii)** plans to make changes to the Company’s management structure, including the nomination of two members to the Board of Directors.

The total consideration paid for the Controlling Shares amounted to BRL 4,351,620,000.00 (four billion, three hundred and fifty-one million, six hundred and twenty thousand Brazilian reais), settled in cash and denominated in local currency, equivalent to BRL 17.50 (seventeen Brazilian reais and fifty cents) per share (the “Acquisition Price”).

As a consequence of the consummation of the Transaction, the Company received letters of resignation from Mr William Henry Salomon and Mr Christopher Robert William Townsend from their positions as members of the Board of Directors. Additionally, in accordance with Article 150 of the Brazilian Corporations Law and paragraph 6 of Article 11 of the Company’s Bye-laws, Mr Hugues Ronan Favard (Chief Investment Officer of MSC Mediterranean Shipping Company S.A.) and Mr Elber Alves Justo (Chief Executive Officer of MSC Mediterranean Shipping do Brasil Ltda.) were appointed to the Company’s Board of Directors, as recorded in the minutes of the Board meeting held on this date.

Public Tender Offer:

The Buyer has informed the Company that, in accordance with applicable regulations, it will file a request with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários – CVM*) (“CVM”) for registration of a unified public tender offer, with the purpose of: **(i)** granting minority shareholders the right to sell their common shares

issued by the Company under the same terms and conditions offered to the Seller, pursuant to Article 254-A of Law No. 6,404, dated 15 December 1976, as amended and in force (“Brazilian Corporations Law”), CVM Resolution No. 85, dated 31 March 2022 (“CVM Resolution 85”), the Chapter VII of the Company’s Bye-laws, and Section XI of the “Novo Mercado Regulation” of B3 S.A. – Brasil, Bolsa, Balcão (“Novo Mercado Regulation” and “B3”, respectively); (ii) cancelling the Company’s registration as a publicly-held company with the CVM, pursuant to Article 4, paragraph 4, of the Brazilian Corporations Law, CVM Resolution No. 80, dated 29 March 2022, as amended and in force, and CVM Resolution 85; and (iii) delisting the Company from B3’s Novo Mercado segment, pursuant to Chapter VIII of the Company’s Bye-laws and Section II of the Novo Mercado Regulation (the “Unified Tender Offer”).

According to the Buyer, the Unified Tender Offer will cover all common shares issued by the Company, except those already held by the Buyer, at a price at least equal to the price per share paid in the Transaction, plus interest, based on the daily average variation of the Special System for Settlement and Custody rate of the Central Bank of Brazil (SELIC), from the completion of the Transaction through the settlement date of the Unified Tender Offer.

The Buyer has also informed that it has retained: (i) *Itaú BBA Assessoria Financeira S.A.* and *Banco Santander (Brasil) S.A.* as financial advisors for the Unified Tender Offer; (ii) *Itaú Corretora de Valores S.A.* as the intermediary institution for the Unified Tender Offer; and (iii) *Apsis Consultoria Empresarial Ltda.* as the independent appraiser for the purposes of the Unified Tender Offer.

Purpose of the Acquisition:

The Buyer has declared that the acquisition of control of Wilson Sons aligns with MSC’s strategy to expand and consolidate its presence in Latin America, particularly in Brazil, with the aim of strengthening its logistics capabilities in the region and achieving operational synergies and efficiency gains.

About the Buyer and MSC:

The Buyer is a wholly-owned subsidiary of MSC, a privately-held global leader in transport and logistics. Founded in 1970 and headquartered in Geneva, Switzerland, MSC is owned and managed by the Aponte family, having evolved from a single-vessel operation into a global enterprise with a fleet of over 900 ships and a workforce exceeding 200,000 employees.

Wilson Sons reaffirms its commitment to the highest standards of transparency and corporate governance and will continue to keep its shareholders and the market duly informed of any material act or fact, in accordance with applicable legislation.

Michael Robert Connell
Investor Relations Officer

SCHEDULE I
LETTER FROM OW OVERSEAS (INVESTMENTS) LIMITED

(The content of the schedule continues on the following pages.)
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London, 4 June 2025.

To:

Wilson Sons S.A.

Attn: Mr Michael Robert Connell
Investor Relations Officer
E-mail: michael.connell@wilsonsons.com.br

Subject: Disposal of Material Shareholding

Dear Sirs,

In accordance with the provisions of Article 12 of CVM Resolution No. 44, dated 23 August 2021 ("CVM Resolution 44"), OW Overseas (Investments) Limited, a company with its registered office at 130 Jermyn Street, London, SW1Y 4UR, United Kingdom, and registered with the Brazilian Corporate Taxpayer Registry (CNPJ) under No. 43.013.802/0001-49 ("OWOIL"), represented in Brazil by its legal representative, Mr Jorge Eduardo Gouvêa Vieira, Brazilian, married, lawyer, CPF No. 962.732.757-34, hereby informs the following:

On this date, OWOIL disposed of 248,664,000 common shares issued by Wilson Sons S.A. (the "Company") in a private transaction. These shares represented approximately 56.39% of the Company's total and voting share capital and constituted the entirety of OWOIL's interest in the Company. The shares were sold to SAS Shipping Agencies Services Sàrl, a company headquartered in Luxembourg and registered with the CNPJ under No. 44.467.019/0001-18 ("SAS"), as part of the transaction announced on 21 October 2024 and subsequently, the completion and consummation of which occurred on this date (the "Disposal").

As a result of the Disposal, OWOIL no longer holds any equity interest in the Company and does not, either directly or indirectly, hold any other securities issued by the Company or any derivative financial instruments referenced to such shares, whether for physical or cash settlement. Accordingly, the disclosures set out in items II to V of Article 12 of CVM Resolution 44 are not applicable.

In light of the foregoing, we kindly request that the Company promptly disclose the information provided herein to the market, in compliance with applicable regulations.

Yours faithfully,

DocuSigned by:

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OW Overseas (Investments) Limited

Certificado de Conclusão

Identificação de envelope: 97DEAA1A-A12F-4869-A880-957B5C46AEDE

Status: Concluído

Assunto: Assinatura: OWOIL_Transaction Completion_CVM 44 - EN

Número da Requisição JO:

Envelope fonte:

Documentar páginas: 1

Assinaturas: 1

Remetente do envelope:

Certificar páginas: 4

Rubrica: 0

Amanda Lopes Lopes

Assinatura guiada: Ativado

Rua da Quitanda, 86, 5º andar, sala 501

Selo com Envelopeld (ID do envelope): Ativado

RJ, Rio de Janeiro 20091-005

Fuso horário: (UTC-03:00) Brasília

amanda.silva@wilsonsons.com.br

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Rastreamento de registros

Status: Original

Portador: Amanda Lopes Lopes

Local: DocuSign

04/06/2025 09:33:11

amanda.silva@wilsonsons.com.br

Eventos do signatário**Assinatura****Registro de hora e data**

Jorge Eduardo Gouvêa Vieira

jegv@eagv.com.br

sócio

Escritório de Advocacia Gouvêa Vieira

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

DocuSigned by:



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Adoção de assinatura: Estilo pré-selecionado

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Visualizado: 04/06/2025 09:34:48

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Termos de Assinatura e Registro Eletrônico:

Aceito: 29/06/2021 15:13:25

ID: 08966089-69d7-47a3-9fe3-5c923aa55af0

Eventos do signatário presencial**Assinatura****Registro de hora e data****Eventos de entrega do editor****Status****Registro de hora e data****Evento de entrega do agente****Status****Registro de hora e data****Eventos de entrega intermediários****Status****Registro de hora e data****Eventos de entrega certificados****Status****Registro de hora e data****Eventos de cópia****Status****Registro de hora e data****Eventos com testemunhas****Assinatura****Registro de hora e data****Eventos do tabelião****Assinatura****Registro de hora e data****Eventos de resumo do envelope****Status****Carimbo de data/hora**

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Concluído

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SCHEDULE II
LETTER FROM SAS SHIPPING AGENCIES SERVICES SÀRL

(The content of the schedule continues on the following pages.)
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Luxembourg, 4 June 2025.

To:

Wilson Sons S.A.

Attn: Mr Michael Robert Connell
Investor Relations Officer
E-mail: michael.connell@wilsonsons.com.br

Subject: Acquisition of Control (Material Shareholding)

Dear Sirs,


In accordance with Articles 10 and 12 of CVM Resolution No. 44, dated 23 August 2021 ("CVM Resolution 44"), SAS Shipping Agencies Services Sàrl, a company with its registered office at 11B, Boulevard Joseph II, L-1840, Luxembourg, and registered with the Brazilian Corporate Taxpayer Registry (CNPJ) under No. 44.467.019/0001-18 ("SAS"), hereby represented by its legal representative in Brazil, Mr Elber Alves Justo, Brazilian citizen, married, business manager, holder of the identity card RG No. 14.945.651-7, enrolled with the Brazilian Individual Taxpayer I.D. (CPF) under No. 197.480.778-96, hereby requests the immediate disclosure to the market of the following information:

- I. Purpose of the Acquisition: On this date, SAS acquired, through a private transaction, approximately 56.39% of the total and voting share capital of Wilson Sons S.A. (the "Company") from OW Overseas (Investments) Limited, thereby becoming the controlling shareholder of the Company (the "Transaction"). SAS intends to implement changes to the Company's management structure, including the nomination of two members to the Company's Board of Directors. The acquisition of control of Wilson Sons aligns with MSC's strategy to expand and consolidate its presence in Latin America, particularly in Brazil, with the aim of strengthening its logistics capabilities in the region and achieving operational synergies and efficiency gains.
- II. Number of Securities Held: As of this date, SAS has acquired 248,664,000 common shares issued by the Company. Including the prior acquisition of 52,917,348 shares through the stock exchange, SAS now holds, as of this date, a total of 301,581,348 common shares, corresponding to approximately 68.39% of the Company's share capital. Aside from this equity interest, SAS does not hold, either directly or indirectly, any additional securities issued by the Company, nor any derivative financial instruments referencing such shares, whether for physical or cash settlement.
- III. Voting or Shareholder Agreements: SAS is not party to any agreement or contract governing the exercise of voting rights or the purchase and sale of securities issued by the Company.
- IV. Legal Representative: SAS has appointed Mr Elber Alves Justo as its legal representative in Brazil for the purposes of Article 119 of Law No. 6,404, dated 15 December 1976.

- V. Public Tender Offer: SAS will file with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários – CVM*) (“CVM”) a request for registration of a unified public tender offer, with the purpose of: **(i)** granting minority shareholders the right to sell their common shares issued by the Company under the same terms and conditions offered to the former controlling shareholder, pursuant to Article 254-A of Law No. 6,404, dated 15 December 1976, as amended and in force (“Brazilian Corporations Law”), CVM Resolution No. 85, dated 31 March 2022 (“CVM Resolution 85”), the Chapter VII of the Company’s Bye-laws, and Section XI of the “*Novo Mercado Regulation*” of B3 S.A. – Brasil, Bolsa, Balcão (“Novo Mercado Regulation” and “B3”, respectively); **(ii)** cancelling the Company’s registration as a publicly-held company with the CVM, pursuant to Article 4, paragraph 4, of the Brazilian Corporations Law, CVM Resolution No. 80, dated 29 March 2022, as amended and in force, and CVM Resolution 85; and **(iii)** delisting the Company from B3’s Novo Mercado segment, pursuant to Chapter VIII of the Company’s Bye-laws and Section II of the Novo Mercado Regulation (the “Unified Tender Offer”). The Unified Tender Offer will cover all common shares issued by the Company, except those already held by SAS, at a price at least equal to the price per share paid in the Transaction, plus interest, based on the daily average variation of the Special System for Settlement and Custody rate of the Central Bank of Brazil (SELIC), from the completion of the Transaction through the settlement date of the Unified Tender Offer. SAS has retained: **(i)** *Itaú BBA Assessoria Financeira S.A.* and *Banco Santander (Brasil) S.A.* as financial advisors for the Unified Tender Offer; **(ii)** *Itaú Corretora de Valores S.A.* as the intermediary institution for the Unified Tender Offer; and **(iii)** *Apsis Consultoria Empresarial Ltda.* as the independent appraiser for the purposes of the Unified Tender Offer.

Yours faithfully,

SAS Shipping Agencies Services Sàrl



Hugues Favard