Wilson, Sons

Code of Ethical Conduct for suppliers

Wilson Sons, through this Code of Ethical Conduct, intends to disseminate the moral and ethical values that guide its activities to all its Suppliers.



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01

Message from the President

Dear Supplier,

This Code of Ethical Conduct was developed specifically in order to disseminate the principles that should guide the relationship between Wilson Sons and its Suppliers and partners, in order to build a lasting business relationship, intact and reinforced by the best corporate governance practices.

Wilson Sons adopts high standards of integrity, transparency, and ethics, guiding business relations by respect and strict compliance with laws. Likewise, we expect our Suppliers and service providers to have the same ethical commitment as we have.

For us, every business decision must be guided by ethical behavior, preserving a relationship permeated by trust, transparency, and good faith, to contribute to a fairer society. That is why we are committed to the highest integrity in business relationships, including zero tolerance of corruption and bribery. We are convinced that the correct observation and compliance with the procedures described in this document will strengthen the relationship between our companies. We expect you to convey the principles contained herein to your entire supply chain, where applicable.

Additionally, as a legitimate commitment to comply with the highest standards of ethical conduct, we provide the Ethics Channel for reporting situations of non-compliance with this Code, in a confidential and, if desirable, anonymous manner.

Wilson Sons expects all its Suppliers to share the principles expressed in this Code of Conduct which constitutes an important component of the selection and evaluation of Suppliers.

Sincerely,

Arnaldo Calbucci
President

02
About Wilson Sons

2.1 INTRODUCTION

Wilson Sons is one of the largest integrated operators of port, maritime and logistics solutions in Brazil. With over 180 years of experience, the Company offers a complete range of services nationwide related to domestic and international trade, as well as the oil and gas industry. Wilson Sons' main operational activities are divided into the following business units: Container Terminals, Logistics, Tugs, Maritime Agency, Shipyards, Offshore Support Bases, and Offshore Support Vessels.

2.2 OUR PURPOSE

Together we work to transform realities and deliver a better future.

2.3 VALUES

- Our Employees come first.
- We maintain lasting, significant relationships with our clients.
- We have a sense of ownership.
- We act ethically.
- We care for the safety of people, for the preservation of the environment and for the communities where we are present.

2.4 INSTITUTIONAL COMMITMENTS

Wilson Sons integrates and subscribes to voluntary commitments and agreements with institutions with which it shares principles and values, with the objective of exercising its role as a transformative agent in society. We encourage our Suppliers to participate in such initiatives and incorporate into their business practices aligned with these conventions, such as:

> United Nations Organization Global Pact

In November 2009, Wilson Sons adhered to the United Nations Global Compact ("UN"). We recognize the Global Pact as an initiative in tune with the legitimate interests of society.



> Letter of Commitment - Human Rights

In June 2012, Wilson Sons adhered to the Ethos Institute's Letter of Commitment to Human Rights, and as a company engaged with corporate social responsibility and the construction of a fairer and more sustainable society, it is committed to respecting human rights in its operations, and working on six positive agendas for the promotion of human rights:

a) Promotion of gender equality in the workplace;

b) Promotion of racial equality in the workplace;

c) Inclusion of people with disabilities;

d) Support for the promotion of the rights of children, adolescents and the youth;

e) Eradication of forced labour in value chains; and

f) Guarantee of freedom of organization, respecting freedom of association and collective bargaining, strengthening the culture of dialogue with unions and seeking to eradicate discrimination practices against union activity.

03
Purpose

By publishing this Code of Ethical Conduct, Wilson Sons seeks to assist all its Suppliers to adopt a uniform conduct of integrity in the conduct and development of business, considering the concepts, rules and guidelines contained in this document.

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Coverage

The scope of this Code of Ethical Conduct includes Suppliers from all Wilson Sons business units, constituting their commitment to comply with it, and to promote compliance with it, in all actions of the production chain. It is the Supplier's responsibility to guide and monitor the practical application of this Code with its employees and subcontractors.

05
Supplier Commitments

5.1 LABOR RELATIONS

Wilson Sons respects and promotes human rights in its operations and seeks to disseminate these principles throughout its production chain. In this sense, we seek to establish a commercial relationship with Suppliers who share our principles and values, and who act in respect for human rights.

5.1.1 Working Conditions

We provide decent working conditions for our employees, including workload, remuneration and benefits, health and safety, always respecting labor laws.

Our Suppliers must adopt the best practices in the relationship with their employees, complying with all the requirements of labor laws, in order to guarantee quality in the working conditions of their employees, such as payment of overtime, granting rest breaks and paid vacations, in addition to guaranteeing a remuneration of their employees in accordance with local legislation and under the terms of the applicable collective agreements, paying them in a timely manner and with transparency of the basis on which the workers are being paid.

5.1.2. Child, Forced and Slave Labor

We consider intolerable any practice of child, forced or compulsory labor. No relationship will be established with Suppliers that use irregular and/or illegal labor practices of children and adolescents and/or analogous to slave or forced labor. The Supplier shall not, under any circumstances, directly or indirectly employ child labor in violation of applicable laws.

We reiterate that our Suppliers must watch over and ensure the selection of business partners that operate within the labor legislation, and the ethical standards compatible with the premises defined herein.

5.1.3. Prejudice, Discrimination and Harassment

We find harassment and discrimination of any kind unacceptable and promote the respectful relationship in our work environment. We respect and promote diversity, combating all forms of prejudice, to prevent any type of discriminatory treatment based on race, ethnic origin, nationality, social position, age, religion, gender, sexual orientation, personal aesthetics, physical, mental or psychological condition,

marital status, opinion, political conviction, or any individual differentiation factor.

Our Suppliers must also adopt these principles in their business relations, preventing, monitoring situations of this nature, taking the appropriate measures when such cases are identified.

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5.1.4. Health and Safety

We promote care for quality of life, health, and safety, and guarantee the development of a culture of safety, environment and health in the workplace, providing all the necessary conditions and means, and we expect the same from our Suppliers.

5.2 ENVIRONMENT AND SUSTAINABILITY - RESPECT FOR ENVIRONMENTAL LEGISLATION AND ADOPTION OF SUSTAINABLE PRACTICES

We evaluate the impacts of our actions seeking to minimize their consequences for the environment. In addition, we adopt technological innovations to develop our activities in a safe and effective manner, and promote the education, awareness and commitment of people regarding the protection of the environment.

We judge the environmental quality of our activities as a fundamental factor for the sustainability of our business, and, therefore, we work to maintain our production chain in accordance with current environmental legislation.

Our Suppliers must undertake to comply with the environmental legislation applicable to their products and services, know the environmental risks and impacts caused by their activities, products, and services, and have defined action plans to minimize them. We emphasize that the performance and respect for the environment, and minimization of adverse impacts of operations are aspects considered for the selection of Suppliers.

5.3 RELATIONSHIP BETWEEN THE SUPPLIER AND WILSON SONS

5.3.1. Ethics in Business Relations

Compliance with laws and regulations must be observed in all activities related to the supply of products and services to Wilson Sons. Suppliers must act with good faith, clarity and transparency in the information provided and presented during the negotiations, and commitment to the veracity of the information provided to Wilson Sons, such as: legal-fiscal, economic-financial, environment, quality, professional training certificates, among other information.

5.3.2. Compliance with laws and contracts

Our Suppliers must undertake to comply with the legislation and not to perform any action that violates the laws and contractual clauses and conditions established between the parties. Performing its activities in accordance with the laws and regulations in force in the country is a premise that the Supplier must follow throughout the relationship with Wilson Sons. The products and services delivered by the Suppliers to Wilson Sons must comply with the standards of legality, quality, safety, term, quantity and values, as they were contracted.

5.3.3. Fraud, Bribery and Corruption

We are committed to initiatives to prevent and combat corruption in all its forms. We establish, through an Anti-Corruption Guide, behavioral standards for employees in situations that may involve, or characterize, bribes and/or corruption.

Suppliers shall not, under any circumstances, tolerate, allow, or bind themselves to the practice of bribery and corruption in all its forms, including extortion, bribery, money laundering or any illegal practices, in any aspect of their business, both with persons related to public, mixed or private companies. In addition, the Supplier must undertake not to offer or promise, under any circumstances, undue advantage (bribery, kickbacks), gifts, gifts, donations, sponsorships, facilitation payments and any other illicit, to any person, in exchange for benefits for Wilson Sons.

One of the principles of the United Nations Global Compact, to which Wilson Sons is a signatory, is the fight against corruption, bribery, and extortion. The Supplier undertakes to apply internal policies in order to guarantee and ensure at the request of Wilson Sons, if so, stipulated in the contract, that it has complied and will comply with all applicable anti-corruption laws and regulations, in particular the Brazilian Anti-Corruption Law (Law 12.846/2013).

Suppliers may be invited to participate in lectures and training promoted by Wilson Sons on this subject, whose participation is mandatory.

5.3.4 Fair Competition

Wilson Sons will always compete fairly and ethically, not tolerating any practice of anti-competitive behaviors such as cartel formation OR abuse of market power. Likewise, our Suppliers must maintain a relationship based on respect and honesty and compete fairly in the market in which they operate and in the business with Wilson Sons. You must not use illegal OR improper incentives OR advantages, such as bribery, OR offering any type of incentive to any other participant in the competitive process in which you are participating, without any kind of distinction OR any other anti-competitive action even if not specifically mentioned in this Code of Conduct, but which is framed as unlawful.

5.3.5. Conflicts of Interest and Undue Advantage

Suppliers shall avoid any transactions, business OR situations that may generate OR characterize a conflict of interest in relation to the Company.

Conflict of interest means any situation in which the personal interests of any Wilson Sons employee inappropriately influence their JUDGMENT of value in relation to the business OR are in conflict with their obligations to the company.

The hiring of Suppliers that have family members of Wilson Sons employees in their staff, may be accepted when previously signaled, and if there is no privilege in negotiation processes, and should be conducted on equal terms with other bidders.

The hiring of former employees as Suppliers is allowed, provided that the deadlines established by the labor reform are respected, according to Law No. 13.467 of 2017, that is, subject to the grace period of 18 months for hiring a legal entity whose holders or partners have provided services to the contracting party, with or without an employment relationship, regardless of the modality of termination of the contract, unless said holders or partners are retired.

5.3.6. Confidential and Privileged Information

We respect the copyright and intellectual property of third parties and do not allow the use or sharing of unauthorized or illegally obtained copies of third-party materials, systems and software.

Our Suppliers must protect and preserve the confidentiality of all information to which they may have access, including that provided by Wilson Sons, and their respective business partners, by reason of, or as a result of, their relationship with the company. Suppliers will only use them in an appropriate manner, when expressly authorized, as well as the employees of Suppliers who work within our facilities must comply with all internal security procedures, and access to information, among others.

5.3.7. Gifts, Presents and Other Offers

The Company understands that, given the potential conflict of the activities they perform, employees in the supply area, contract managers and all employees who negotiate directly with Suppliers, will only be able to accept institutional gifts. All other situations must be submitted to the Ethics Committee for analysis by registering doubts in the Ethics channel (contatoseguro.com.br/wilsonsons).

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Management of the Code of Ethics Conduct

6.1. The Compliance area is the body responsible for the preparation of this Code of Ethical Conduct, for its management, communication and updating, as well as having the task of determining the actions necessary for the dissemination and dissemination of the highest standards of ethical conduct of Wilson Sons;

6.2. Wilson Sons will submit this Code of Ethical Conduct to periodic reviews;

6.3. The Ethics Committee is responsible for dealing with reports of ethical transgressions, preserving the whistleblower's anonymity, in order to avoid embarrassment and retaliation;

6.4. All Wilson Sons Suppliers must declare their knowledge and agreement with the terms of this Code of Ethical Conduct, by signing a declaration in the attached model, concurrently with the time when the registration in the Wilson Sons Suppliers base occurs. Suppliers will become formally aware of this Code, which will be widely disclosed by electronic means.;

6.5. Compliance with this Code of Ethical Conduct for Suppliers is mandatory for all contracted Suppliers and all their employees, representatives or agents who provide services to Wilson Sons or act on its behalf. Failure to do so will result in the application of penalties provided for in the contract, including the possibility of contractual termination at any time and without the Supplier being liable for any type of indemnity, as well as judicial liability, as well as exclusion of the Supplier from our Supplier register. In addition, the company directs its Suppliers to have a similar procurement policy in place for their own supply chain.

6.6. Any doubts or violations in relation to this Code of Conduct and applicable laws must be communicated to the Ethics Channel at contatoseguro.com.br/wilsonsons, or by telephone at 0800 602 6908;

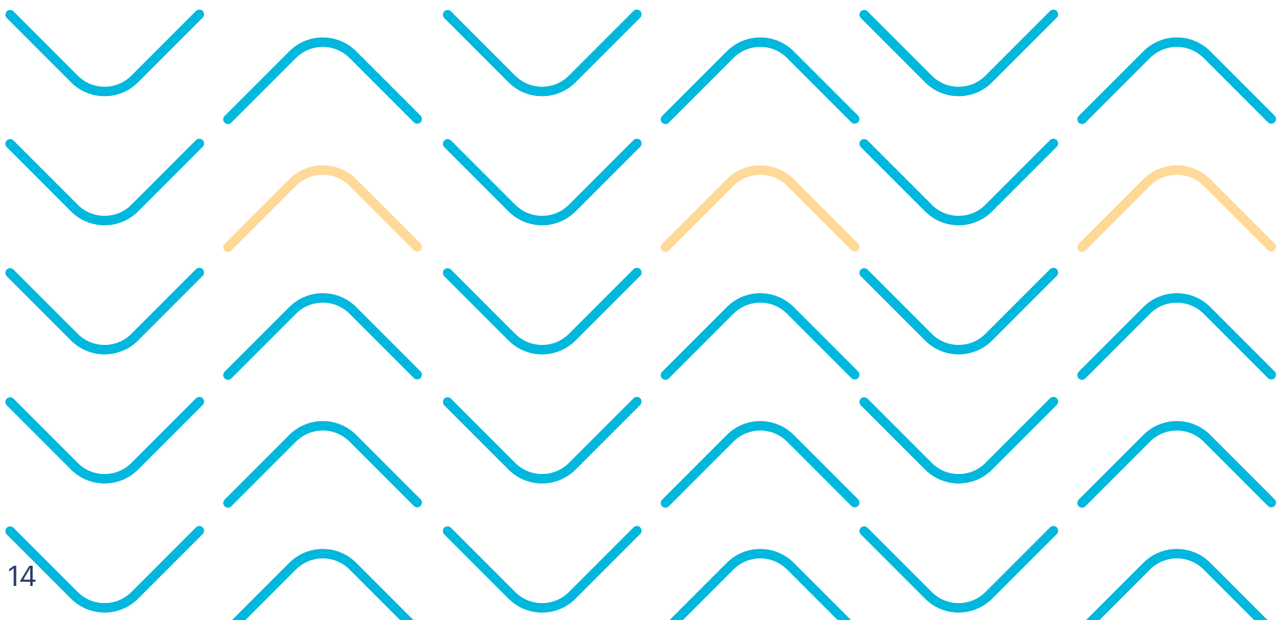
6.7. Wilson Sons does not accept any retaliation against anyone who demonstrates concern about matters dealt with in this Code and/or its Code of Ethics, or who reports any suspected violations of these documents;

6.8. The Company undertakes to deal with the personal data of the channel user, possibly informed, who made the communication, always in an absolutely confidential manner and in accordance with the purposes established in this Code. We will take the necessary technical and organizational measures to guarantee the security of this data and avoid its alteration, loss, treatment or unauthorized access, all in accordance with the provisions of the legislation applicable to the matter;

6.9. It is established that compliance with the content of this Supplier Code of Conduct is a fundamental condition for the establishment of commercial relations for the purchase of products and/or services from Wilson Sons.

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Term of Adhesion and Commitment



TERM OF COMMITMENT

Company name:, _____

headquartered in the city of, _____ in the state of _____

enrolled with the CNPJ under no., _____ in this act

duly represented by its _____ , (name) _____

bearer of identification No. _____ , declares:

(a) that I know and accept the principles contained in the Wilson Sons Supplier Code of Conduct whose entirety was delivered to me on this date;

(b) that I will comply, remain adequate and integrated, as of this date, with the terms and conditions transcribed in this Code of Conduct that have not yet been developed and integrated into my management processes;

(c) that I will ensure knowledge of my employees, collaborators, partners and contractors who will provide services to Wilson Sons.

(d) that I will seek to share with Wilson Sons and my respective network of Suppliers the efforts, difficulties and achievements in incorporating the proposed practices aimed at the sustainability of the company's business;

(e) that I will be aware that the signing of this Commitment Agreement does not oblige Wilson Sons to establish any business relationship with the signatory company.

_____

(city and date)

_____

(name)

Wilson, Sons


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