

THE NAVIGATOR COMPANY, S.A.

ANNUAL GENERAL MEETING

9 APRIL 2019

PROPOSAL FROM THE AUDIT BOARD

RELATING TO THE APPOINTMENT OF THE STATUTORY AUDITOR

Whereas:

- a) The Navigator Company, S.A. consolidates accounts with its majority shareholder Semapa - Sociedade de Investimento e Gestão, SGPS, S.A., so the same entity has been responsible for the statutory audit of both companies;
- b) The Audit Board carried out, with the assistance of the administrations and services of the related companies included in the Semapa Group, an organized selection procedure for the Statutory Auditor or Audit Firm, in accordance with Regulation (EU) no. 537/2014 of the European Parliament and the Council, of 16 April 2014;
- c) The selection procedure was open to several entities, complied with the different requirements set out in national and European legislation, established transparent and non-discriminatory selection criteria, which included a focus on the quality of the proposals submitted, experience in the sectors where the Navigator Group operates, technical quality and seniority of the professionals in the proposed teams and the financial conditions proposed by each entity;
- d) The Audit Board analyzed and assessed the proposals, on the basis of the adopted selection criteria, and proposed to the General Meeting held on 22 September 2017 the election of KPMG & Associados – Sociedade de Revisores Oficiais de Contas, S.A., for it was better qualified in the overall weighted assessment, to fill the position of effective Audit Firm and alternate Statutory Auditor of The Navigator Company, S.A., as of 1 January 2018, until the end of the term in office of the other company officers;

- e) The shareholders approved said proposal on said General Meeting, as a result of which the effective Audit Firm and alternate Statutory Auditor have performed such functions for the period of one year;
- f) The General Meeting of Shareholders will elect the corporate officers for a new mandate, from 2019-2022.

I. RECOMMENDATION AND PROPOSAL

The Audit Board recommends and proposes to the General Meeting the appointment of the following holders to fill the position of effective Audit Firm and alternate Statutory Auditor of The Navigator Company, S.A., for the mandate from 2019-2022, for it considers to be the option appropriate to The Navigator Company, S.A., and taking into consideration the organized selection procedure and the above mentioned grounds:

Effective Audit Firm: KPMG & Associados - Sociedade de Revisores Oficiais de Contas, S.A., represented by Statutory Auditor, Paulo Alexandre Martins Quintas Paixão, registered at the Institute of Statutory Auditors under number 1427;

Alternate Statutory Auditor: Statutory Auditor, Vítor Manuel da Cunha Ribeirinho, registered at the Institute of Statutory Auditors under number 1081.

II. STATEMENT

The above proposal and recommendation are free from the influence of any third parties and there are not any clauses in any agreements between The Navigator Company, S.A. and third parties which limit the selection of the entity responsible for carrying out the statutory audit by the General Meeting.

Lisbon, 18 March 2019

The Audit Board,