



**RULES OF PROCEDURE GOVERNING THE REPORTING OF
IRREGULARITIES (WHISTLEBLOWING) OF THE NAVIGATOR COMPANY, S.A.**

1.

(Subject Matter)

- 1.1. These Regulations establish the framework and rules on the communication by any stakeholders, be they employees, clients, suppliers, partners or any other entities or individuals with dealings with The Navigator Company, S.A. (Company) or its subsidiaries (referred to below as The Navigator Company Group), of irregularities allegedly occurring in this Group.
- 1.2. For the purposes of these Regulations, irregularities are deemed to be all situations which any stakeholder may detect, of which he may have knowledge of or where he may have well-founded suspicions of non-compliance with the Company's Code of Conduct and Ethics, or any alleged breach of the provisions of the law, regulations and/or articles of association, rules of professional conduct or ethics, or rules contained in any internal documents or regulations, recommendations, directives or guidelines applicable to the Company, occurring in The Navigator Company Group.
- 1.3. Irregularities are subject to communication under these Regulations when they may fall within the previous number.

2.

(Specific scope of application)

- 2.1. These Regulations establish the rules governing the arrangements and procedures for receiving, storing and processing communications of irregularities falling within the previous numbers ("matters covered").
- 2.2. Communications submitted which fall outside the scope of the matters covered shall not be processed.

3.

(Channels for communication)

- 3.1. These Regulations contain rules on the voluntary communication of irregularities, and the system for receiving, processing and treating such communications is made through specific channels provided for this purpose and addressed to the Company, including:



- email address: comunicacao.irregularidades@thenavigatorcompany.com
- Website: <http://www.thenavigatorcompany.com/>

3.2. Communications should identify the sender and his/her email address; anonymous communications shall only be accepted and processed on an exceptional basis.

3.3. In accordance with Article 4, the Company reserves the right to refuse to process communications submitted anonymously, the content of which falls outside the scope of the matters covered in these Regulations or which fail to describe the facts constituting the alleged irregularity, selecting only those which present sufficient grounds for an investigation and which concern the subject matter of these Regulations, excluding malicious reports.

3.4. In accordance with the general terms of the law, misuse or abuse of the arrangements for reporting irregularities shall render the offender liable to disciplinary penalties and/or legal proceedings.

4.

(Processing of communications)

4.1. When a communication is received, a process of investigation is always initiated, except when the communication is manifestly groundless.

4.2. Communications are forwarded internally to a multidisciplinary team comprising the Directors of the Legal Services Division (LSD) and of the Risk Analysis Division (RAD). Where the communication concerns a subsidiary with relevant external activity or its own website, the communication shall also be forwarded to the CEO of that same subsidiary.

4.3. This team (LSD + RAD) shall jointly:

- a) Determine whether the communication of irregularity is supported by the minimum level of grounds required to initiate an investigation. If it is decided not to proceed with such an investigation, such decision shall be validated by the Chief Executive Officer, or by the Audit Board, if the irregularity communicated concerns the former, and this decision shall be filed with the case documents.
- b) Determine whether to involve other departments which may have an interest in the investigation process or which may be able to contribute to it.

4.4. In accordance with these Regulations, communications of irregularities shall be treated as confidential information, in particular by the departments which may



be involved in the investigation process and by the supporting personnel in charge of managing and operating the procedures for receipt, storage and processing of communications of irregularities.

- 4.5. The multidisciplinary team set up for the purposes of the investigation process shall make appropriate arrangements to protect the information and data contained in the communications and their records, and take the steps needed to confirm, at an initial stage, whether sufficient grounds exist for conducting an investigation.
- 4.6. In the event of a conflict of interests relating to the irregularity allegedly committed with a member of the divisions mentioned in paragraph 4.2 of this article, a copy of the communication shall also be forwarded to the Chairman of the Board of Directors.
- 4.7. The Audit Board shall be informed of all communications received and, whenever they involve a member of the Board of Directors or Audit Board, the Ethics Committee shall likewise be informed thereof.

5.

(Investigation procedure)

- 5.1. The LSD and the RAD shall investigate all the facts required for assessing the alleged irregularity, and the investigation procedure shall be conducted by such divisions and supported by other members of Company staff, whenever this proves necessary; external auditors or other experts may also be commissioned to provide assistance in the investigation.
- 5.2. The investigation procedure ends with the report being filed or with its submission to the Company's Board of Directors or Executive Board, depending on whether a member of a corporate body is implicated or not, of a proposal for application of the measures most appropriate in the light of the irregularity in question.

6.

(Confidentiality)

- 6.1. All communications of irregularities shall be treated as confidential information, in accordance with these Regulations.
- 6.2. As a result of its confidentiality, all Collaborators with access to information in investigation proceedings must keep their confidentiality, even internally, within The Navigator Company Group.



7.

(Non retaliation)

- 7.1. The communication of an irregularity may not result, in any respect, in any detrimental or damaging treatment, retaliation, harassment, summons or discrimination of the employee making the communication, by the Company or other Employees, and the Company shall take measures to ensure that that shall not occur.
- 7.2. Breach of the prohibition set out in paragraph 7.1. shall determine the opening of disciplinary proceedings against the author of the relevant conduct.

8.

Data Protection

- 8.1. Information communicated under these Regulations shall only be used for the purposes set out herein.
- 8.2. Security of information provided in respect of alleged irregularities and registration thereof shall be guaranteed by internal rules of the Company, in accordance with applicable legislation governing personal data protection and information security.
- 8.3. The author of the report and the person identified in it have the right of access to the personal data concerning him or her and to obtain its rectification or erasure where it is incorrect, incomplete or misleading.
- 8.4. In the case of the person identified in the report, the previous number shall not apply if and to the extent that the exercise of that right may collide with other rights that should prevail and information on the author of the report may never be provided.
- 8.5. The right to access, rectification and erasure of personal data in accordance with this Article shall be made by written statement addressed to comunicacao.irregularidades@thenavigatorcompany.com, except where the purpose of the data treatment is to establish the truthfulness of the suspicion of the commission of a criminal offense; in that case the right of access of the reported data subject shall be exercised through the Portuguese National Commission for Data Protection (CNPD).
- 8.6. In accordance with rules governing the personal data protection, data subjects may file a complaint with the CNPD concerning the treatment of personal data concerning him or her.



9.

(Distribution and monitoring)

9.1. The Board of Directors shall promote the distribution of these Regulations to its addressees and, in particular, within the Company, to its existing Employees, and ensure that persons entering the Company's employment in the future are aware of it.

9.2. The channels for the communication of irregularities are disclosed on the website and intranet of the Company.

10.

(Entry into force)

These Regulations enter into force immediately.

[Lisbon, October 25 2017]

The Board of Directors