



RULES OF PROCEDURE OF THE ASSESSMENT AND NOMINATION COMMITTEE OF THE NAVIGATOR COMPANY, S.A.

One (Scope)

These Rules of Procedure determine a set of operating rules of the **Assessment and Nomination Committee** (hereinafter referred to as the "**Committee**"), set up under the Board of Directors of The Navigator Company, S.A. (hereinafter referred to as "Navigator" or the "Company").

Two (Composition and Mandate)

1. The Committee is comprised of a Chairman and 3 (three) to 7 (seven) full members and must include a majority of non-executive directors of the Company, including the Chairman of the Board of Directors of the Company.
2. The Committee is appointed for the same term in office as the Board of Directors that appointed it.

Three (Responsibilities)

1. The Committee is a recommendatory and advisory body, and its recommendations are not binding.
2. Without prejudice to the other duties assigned to it by the Board of Directors of the Company, the Committee is particularly responsible, as far as the corporate bodies are concerned, for:
 - a) Concerning appointments:
 - i) Assisting the Board of Directors in identifying and assessing the suitability of the profile, knowledge and curriculum vitae of nominees for the corporate bodies, namely, the appointment by co-option to perform the duties of member of the Board of Directors of the Company, and identifying directors who will perform executive functions;
 - ii) Providing its terms of reference and fostering, to the extent of its powers,



transparent selection processes that include effective mechanisms of identification of potential candidates, and that those chosen for proposal are those who present a higher degree of merit, are best suited to the demands of the functions to be carried out, and will best promote, within the organisation, an appropriate diversity, including gender diversity;

- iii) Whenever deemed appropriate, to be informed of and monitor processes of selection of nominees for the performance of executive management duties in subsidiaries of the Group, in cases where the Company intends to present the respective elective proposal;
- b) Concerning assessments:
 - i) Monitoring the management performance assessment system and the allocation of the Company's remuneration;
 - ii) Issuing an opinion on the proposals for the annual individual assessment of the performance of the members of the Executive Committee issued by its Chairman, and on the assessment of the latter by the Chairman of the Board of Directors;
 - iii) Monitoring the overall assessment of the performance of the Board of Directors as a corporate body, taking into account compliance with the Company's strategic plan and budget, risk management, its internal functioning and the contribution of each member to this end.
- 3. In addition to any other duties expressly assigned by the Board of Directors, the Committee shall, particularly in regard to the other management officers:
 - a) Monitor and issue recommendations on the Group's internal talent management policies and procedures;
 - b) Periodically evaluate the need and availability of talent within the Group and recommend appropriate actions to ensure the Group's ability to meet challenges that are presented, notably monitoring and issuing recommendations on internal policies and procedures relating to the selection, hiring, compensation, continuous assessments, remuneration and incentive policies, as well as the succession plan for senior management, and make any recommendations it deems appropriate in this regard.



Four
(Powers of the Members)

1. Without prejudice to other powers granted by this regulation, Committee members may jointly or separately obtain from the members of the corporate bodies the clarifications and information on the Company needed for the exercise of their functions.
2. In order to perform their duties, Committee members may be assisted by a technical team specially assigned for this purpose; the proposed services agreement to be submitted to the Board of Directors for that purpose shall take into account the complexity of the matters entrusted to them and the economic situation of the Company.

Five
(Duties of the Members)

In the performance of their duties, and in addition to other duties that apply to them in this case, the members of the Committee shall:

- a) Inform themselves and prepare with diligence the meetings of the Committee, and the meetings of other corporate bodies which they are required to attend as Committee members;
- b) Take part in the Committee meetings, and meetings of other corporate bodies which they are required to attend as members of the Committee, intervening in an active and constructive way, in order to help make the most appropriate decisions for the pursuit of the Company's interests;
- c) Perform the actions and exercise, in a diligent and timely manner, the mandates entrusted to them by the Committee;
- d) Treat confidentially any documents of the Company which they have access to in the exercise of their functions, including the content of the Committee's meetings and of the other corporate bodies in which they are required to participate and the preparatory information on the meetings; and,
- e) Provide the Company's corporate bodies and committees, in a timely and suitable manner, with all necessary information and documents for the exercise of legal, statutory and regulatory duties of such bodies and committees.



Six
(Meetings and resolutions)

1. The Committee shall meet at least once every six months.
2. The Committee meets extraordinarily at the initiative of its Chairman or at request of any of its members, who shall submit a date and order of business for that purpose.
3. Meetings shall be scheduled as far in advance as possible, and the date of all foreseeable meetings during the year shall be set at the beginning of the year.
4. Notice shall be given of all meetings, indicating the order of business, preferably in writing and by email, even when the meeting has been scheduled in advance; albeit, the members of the Committee attending the meeting or being represented at said meetings, and those who have attended the meeting in which, in their presence, or in the presence of their representative, the date(s) and time(s) of the new meeting(s) were set, are deemed to have been given notice of the meeting.
5. Prior notice of no less than five days shall be given of unscheduled meetings, without prejudice to the possibility of the Chairman of the Committee convening, in case of an emergency, the Committee as early as possible, even if less than the delay mentioned above.
6. The Committee may meet without observing any of the aforementioned formalities, provided that all members are present and all demonstrate their willingness to convene a meeting and deliberate on any matter, and adopt unanimous resolutions in writing – and may, for this purpose use electronic mail - which shall be ratified in the following meeting.
7. The Committee may only deliberate and pass resolutions if the majority of its members are present or represented.
8. The resolutions of the Committee shall be adopted by a majority vote; the Chairman has a quality vote and the members who disagree with them shall have their reasons set down into the minutes.
9. The member of the Committee who is unable to attend the meeting may be represented by another member appointed for the purpose, by letter addressed to the Chairman. Where the Chairman is unable to attend the meeting, he is required to address a proxy letter to the Committee, which may only be used once in the meeting for which it was written up.
10. The minutes of each meeting shall be drawn up in a minute book or on loose sheets, signed by all those attending.



11. The minutes shall state the names of the members present at the meeting, as well as a summary of the most relevant matters dealt with by the members of the Committee and resolutions taken.
12. Draft minutes shall be circulated to all members of the Committee for approval, by electronic mail, only being subject to formal resolution at the next meeting if no consensus can be reached.

Seven
(Order of business)

1. The order of business shall be determined by the Chairman of the Committee.
2. Any member of the Committee may request that items be added on the order of business; this request shall be addressed to the Chairman of the Committee as much in advance as possible of the date of the meeting accompanied by the supporting documents.
3. The supporting documents relating to the various items on the order of business shall be distributed by all members of the Committee in advance, allowing a timely analysis, preferably with the notice convening the meeting.
4. The content of Committee meetings are of a confidential nature, as are the documents for the preparation and conduction of the meetings.

Eight
(Attendance)

In addition to the members of the Committee, meetings may be attended by representatives of other corporate bodies or even third parties, when invited by the Chairman or the person substituting him at the meeting, as may be convenient in view of the matters to be discussed.

Nine
(Coordination with the Board of Directors)

1. The Chairman of the Committee, or a member of the Committee appointed for the purpose by the Chairman among the members of the Committee who are also members of the Board of Directors, must report to the Board of Directors the decisions taken by the Committee which, due to their importance, must be known to the Board.



2. All members of the Committee shall be available to provide explanations and information as requested by the other Directors; however, enquiries shall preferably be addressed to the Chairman of the Committee.

Ten

(Conflicts of Interest)

1. When any member of the Committee considers that there is a situation or a fact that constitutes or may determine the existence of a conflict of interest in the terms of the Regulation of Conflicts of Interests and Related Party Transactions, such member is required to report to the Committee such situation or fact in a timely manner.
2. The member of the Committee who has a conflict with the interest of the Company may not vote on matters concerning such interest, and is required to provide all information and clarifications which the Committee or other members may request.
3. No member of the Committee may take part in a discussion or vote on matters concerning their own assessment.

Eleven

(Entry into Force and Amendments)

1. These rules of procedure shall enter into force immediately.
2. Any amendment to the these rules must be approved by the Board of Directors.

Setubal, 10 December 2019

Board of Directors,