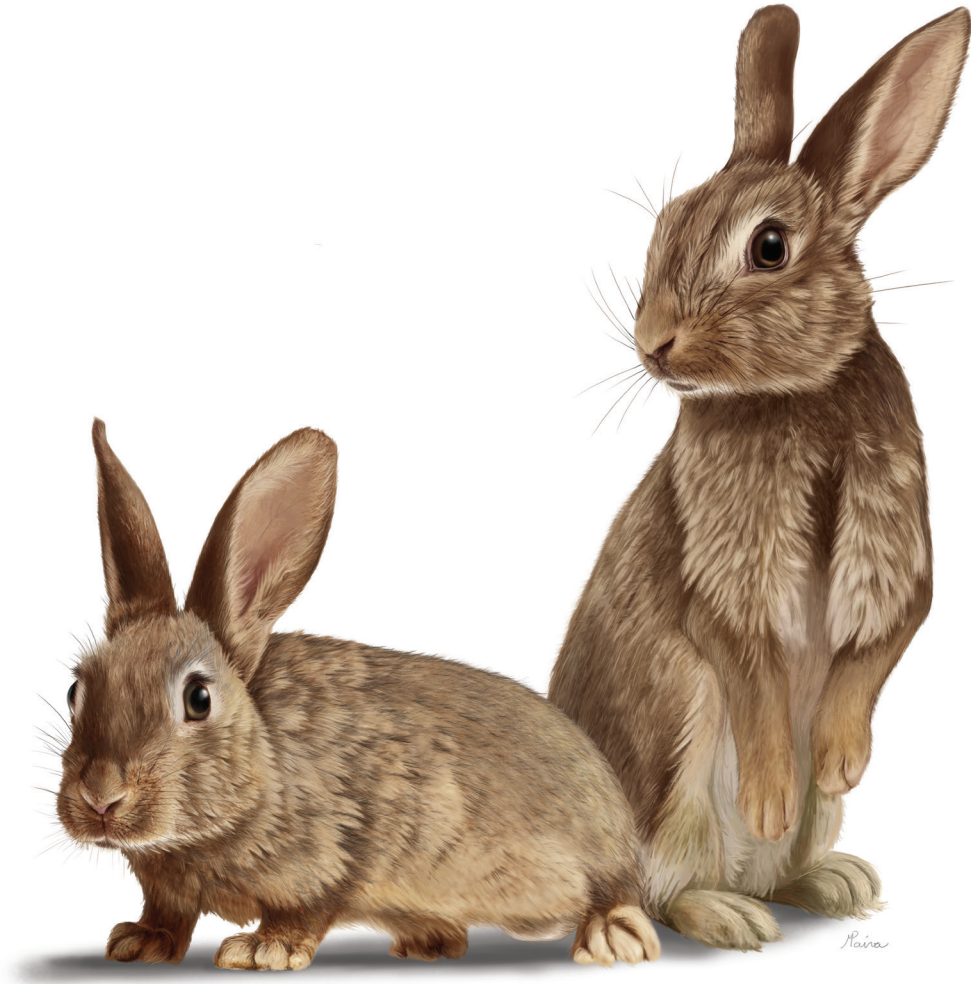


CORPORATE GOVERNANCE
2019 REPORT



*The Wild Rabbit
(Orytolagus cuniculus)
lives in the forest areas
managed by
The Navigator Company,
where 235 fauna and
740 flora species, are
preserved.*

The Navigator Company, S.A.
Public Limited Company

Share Capital
500 000 000 Eur

Corporate Entity
503 025 798
Registered at
the Commercial
Register
of Setúbal

Headquarters
Península
de Mitrena,
Freguesia
do Sado
- Setúbal



THE
NAVIGATOR
COMPANY

CORPORATE GOVERNANCE REPORT 2019

PART I – INFORMATION ON SHAREHOLDER STRUCTURE, ORGANISATION AND CORPORATE GOVERNANCE

A. SHAREHOLDER STRUCTURE

I. Capital Structure

1. Capital structure (share capital, number of shares, capital distribution among shareholders, etc.), including indication of shares not admitted to trading, different categories of shares, rights and duties attached to the same, and the percentage of the capital represented by any such category (article 245-A (1) (a)).

The Navigator Company, S.A. has a share capital of 500,000,000 euros, fully paid up, represented solely by 715,500,000 ordinary shares, without nominal value, the same rights and duties being attached to all shares.

All shares representing the Company's share capital are listed on the regulated Euronext Lisbon market, managed by Euronext

Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A.

At the end of 2019, the Company carried out a new analysis of its shareholder base, identifying and characterising its main institutional shareholders.

In addition to the Semapa Group, the majority shareholder with 69.4% of Navigator's share capital, approximately 270 institutional shareholders were identified and classified, accounting for approximately 20% of the capital.

The following shareholder composition was identified:

SHAREHOLDER COMPOSITION



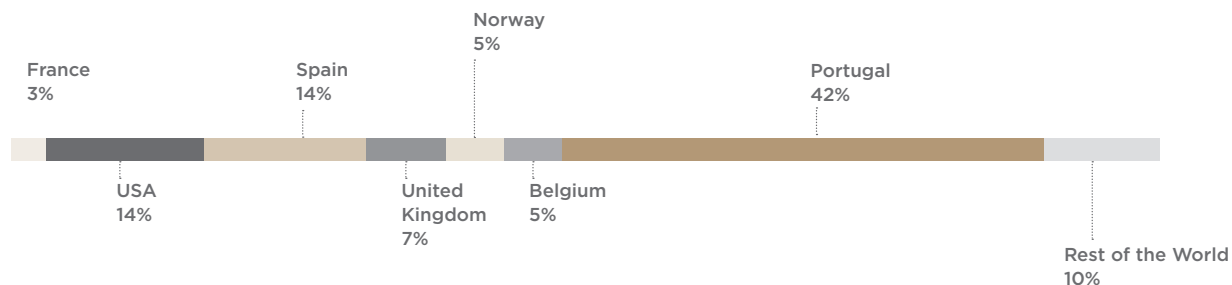
According to this new description, and excluding the majority holding and own shares, Navigator's institutional shareholders

are mostly European. Portuguese investors are the largest group, holding around 42% of shares, with 14% of shareholders based

in Spain, approximately 7% in the United Kingdom, 2% in Germany, around 3% in France and 5% in Norway. Shareholders based in the

United States accounted for 14% of the identified institutional investors.

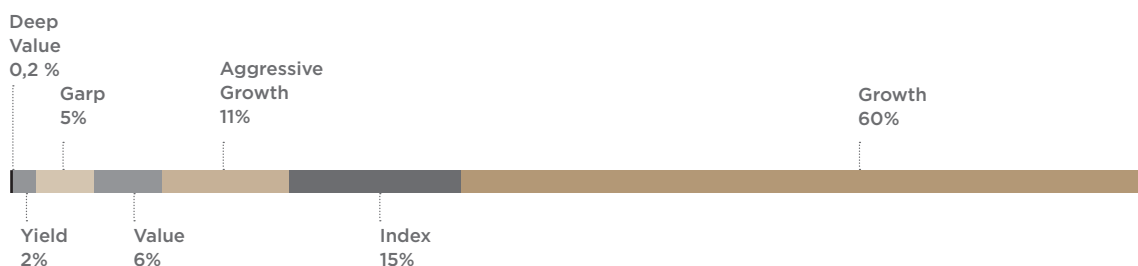
GEOGRAPHY



In addition, a breakdown by investment style shows that around 60% of the shares are held by institutional investors with a growth-oriented strategy, whilst approximately 15% of investors pursue an Index Funds style strategy and 6% a Value-focused strategy.

Investors with types of strategies such as Yield, Aggressive Growth and GARP (Growth at a Reasonable Price) accounted for around 19% of investors.

TYPE OF INVESTOR



2. Restrictions on the transferability of shares, such as consent clauses for disposal, or limitations on ownership of shares (article 245-A (1) (b)).

All Navigator shares are freely transferable.

3. Number of own shares, corresponding percentage of share capital and percentage of voting rights which would correspond to own shares (article 245-A (1) (a)).

On 31 December 2018, Navigator held 6,316,931 of its own shares, corresponding to 0.88% of its share capital and 6,316,931 votes at the General Meeting (the exercise of which is suspended, in accordance with Article 324 (1) (a) of the Portuguese Companies Code).

4. Significant agreements to which the Company is a party and which take effect,

are amended or terminate in the event of a change in the control of the Company as a result of a takeover bid, together with the respective effects, unless, due to its nature, disclosure of such agreements would be seriously detrimental to the Company, except if the Company is specifically required to disclose such information by other mandatory provisions of law (article 245-A (1) (j)).

The Company is not a party to significant agreements entering into effect, being amended or terminating in the event of a change to the Company's control following a takeover bid.

The Company and certain subsidiaries are party to a number of financing agreements and debt issue transaction which contain clauses for ongoing control by the shareholder SEMAPA – Sociedade de Investimento

e Gestão, SGPS, S.A., and allow for the option of requesting early repayment of the loan in the event of change of shareholder control, in line with standard market practice. Due to the conditions of these contracts and the values in question, they are not likely to harm the economic interest in the transfer of shares and the free appreciation of the performance of directors by shareholders.

5. Rules applicable to the renewal or revocation of defensive measures, in particular those providing for limits on the number of votes which can be held or cast by a single shareholder individually or in a concerted manner with other shareholders.

No defensive measures exist in the Company, particularly those providing for limits on the number of votes which can be held or cast by a single shareholder individually or in a concerted manner with other shareholders.

6. Shareholders' agreements known to the Company or which might lead to restrictions on the transfer of securities or voting rights (article 245-A (1) (g)).

The Company is not aware of the existence of any shareholder agreement which might lead to restrictions on the transfer of securities or voting rights.

II. Holdings of Shares and Bonds

7. Identification of persons and organisations who, directly or indirectly, own qualifying holdings (articles 245-A (1) (c), 245-A

(1) (d) and 16), detailing the attributable percentage of the share capital and votes and the respective grounds.

ENTITY	ATTRIBUTION	NO. OF SHARES	% CAPITAL	% VOTING RIGHTS NOT SUSPENDED
Semapa - Soc. de Investimento e Gestão, SGPS, S.A.	Direct	256,034,284	35.6842%	36.0012%
Seinpar Investments B.V.	Indirect, through Controlled Company	241,583,015	33.6701%	33.9692%
Total attributable to SEMAPA		497,617,299	69.3543%	69.4017%

8. Indication of the number of shares and bonds held by members of the management and supervisory bodies.

[NOTE: information should be provided in accordance with article 447 (5) of the Companies Code]

António José Pereira Redondo:

6,000 shares

Adriano Augusto da Silva Silveira:

2,000 shares

9. Special powers of the management board, in particular concerning resolutions to increase capital (article 245-A (1) (i)) indicating, with regard to these, the date on which they were granted, the period during which such powers may be exercised, the upper limit for the increase in share capital, shares already issued under the powers granted and the manner in which the powers granted are implemented.

The Company's Articles of Association do not authorise the Board of Directors to adopt resolutions approving increases in share capital.

10. Information on the existence of significant dealings of a commercial nature between holders of qualifying holdings and the Company.

On 1 February 2013, a service agreement was concluded between Semapa - Sociedade de Investimentos e Gestão, SGPS, S.A. and Navigator in accordance with article 4 of Decree-Law 495/88 of 30 December, which was subject to the favourable opinion of the Audit Board, after prior assessment of possible contingencies.

This contract establishes a remuneration system based on equitable criteria which do not create a bureaucratic burden for the parties in their ongoing relationship of collaboration and assistance, assuring maximum objectivity in the setting of remuneration and abiding by the rules

applicable to commercial dealings between companies in the same group. In 2019, the

value of services provided under this contract was 12,811,123.00 Euros.

B. STATUTORY BODIES AND COMMITTEES

I. General Meeting

A) COMPOSITION OF THE GENERAL MEETING*

11. Officers of the General Meeting and their term of office (starting and ending dates).

The Board of the General Meeting is composed of the following persons:

Chairman:

Francisco Xavier Zea Mantero (mandate from 09/04/2019 to 31/12/2022)

Secretary:

Luís Nuno Pessoa Ferreira Gaspar (mandate from 09/04/2019 to 31/12/2022)

Until the Annual General Meeting held on 9 April 2019, the position of secretary of the board was held by Ms. Rita Maria Pinheiro Ferreira Soares de Oliveira.

B) EXERCISE OF VOTING RIGHTS

12. Any restrictions on voting rights, such as limitations on the exercise of voting rights based on the ownership of a given number or percentage of shares, time limits for exercising voting rights, or systems for detaching voting rights from ownership rights (article 245-A (1) (f));

12.1. Exercise of voting rights.

There are no limits, in the Company, to the exercise of voting rights by the respective shareholders.

In effect, the Articles of Association enshrine the one-share-one-vote rule and a General Meeting may only be held and pass resolutions on the first call when shareholders holding no less than half the share capital plus one share are present or represented.

In addition, the Articles of Association make no provision for votes not to be counted above a given limit, and there are no categories of non-voting shares.

The Company has no procedures in place which result in mismatching between the right to receive dividends or to subscribe new securities and the right attached to each ordinary share.

12.2. Postal and online voting.

The Company's Articles of Association also permit postal and online voting, and all the necessary procedures for this are explained in the notice of General Meetings.

Postal or online votes are only considered if the shareholders casting them provide evidence of the ownership of their shares, in accordance with the general rules.

Votes are only considered when received by the day prior to the General Meeting, inclusive.

Forms for postal or online voting are available for shareholders on the website (<http://www.thenavigatorcompany.com/>).

12.3. Attendance and representation at General Meetings.

In order to attend General Meetings, shareholders are required to provide proof of their status and voting rights by the registration date, corresponding to 0 hours (GMT) on the 5th (fifth) trading day prior to the date of the General Meeting ("Registration Date").

Shareholders wishing to attend the Company's General Meeting are required to convey this intention, by notice addressed, respectively, to the Chairman of the General Meeting and to the Financial Intermediary where they have their individual registration account, no later than the day prior to the registration date, in other words by the day prior to the 5th (fifth) trading day prior to the General Meeting.

* over the reporting period

By the end of the 5th (fifth) trading day prior to the General Meeting, the Financial Intermediary is required to send to the Chairman of the General Meeting information on the number of shares registered in the name of the shareholder of whose intention to attend the General Meeting it has been informed, indicating also the registration date of these shares; this notice may also be provided by email to the address indicated on the notice of meeting.

In addition, shareholders who, on a professional basis, hold shares in their own name but intend, on behalf of clients to cast conflicting votes, are required to submit to the Chairman of the General Meeting within the time limit indicated in the preceding paragraph, and with sufficient and proportionate evidence, in addition to the declaration of their intention to attend the General Meeting, send through the respective Financial Intermediary the information on the number of shares registered in their client's name, (i) identification of each client and the number of shares with voting rights to be exercised on their behalf, and also (ii) the specific voting instructions issued by each client for each item on the agenda. Shareholders may also appoint a proxy to represent them at the General Meeting, and may download a proxy form from the Company's website (<http://www.thenavigatorcompany.com/>) or obtain a form on request from the head office.

Without prejudice to the rule on the unity of votes established in article 385 of the Companies Code, any shareholder may appoint different proxies for shares it holds in different securities accounts.

Proxy forms for both individual and corporate shareholders must be delivered to the Chairman of the General Meeting, so as to be received five days prior to the date of the General Meeting and may also be sent by email.

There are no further restrictions on the exercise of voting rights, insofar as attendance of General Meetings and exercise of voting rights are not prejudiced by the transfer of shares subsequent to the Registration Date, and do not require the shares to be blocked from the Registration Date to the date of the General Meeting.

Considering the arrangements described above for attendance and voting at General Meetings, the Company complies in full with Recommendation I.1 of the CMVM (Portuguese Securities Market Commission) Corporate Governance Code, by providing for shareholder participation through online, postal and proxy voting, in accordance with the law and Articles of Association, and in view of the one-share-one-vote rule established in the Articles of Association.

13. Indication of the maximum percentage of the voting rights which can be exercised by a single shareholder or by shareholders connected in any of the forms envisaged in article 20 (1).

There are no provisions to this effect in the Articles of Association.

14. Identification of shareholder resolutions which, under the Articles of Association, can only be adopted with a qualified majority, in addition to those provided for in law, and details of the majorities required.

The Company's Articles of Association contain no specific rules on a quorum for adoption of resolutions by the General Meeting, meaning that the legal rules established in the Companies Code apply.

II. Management and Supervision

(Board of Directors, Executive Committee and General and Supervisory Board)

A) COMPOSITION*

15. Identification of the governance model adopted.

The Company's Articles of Association provide for a unitary management model, with a Board of Directors comprising executive and non-executive members and a Supervisory Board, in accordance with article 278 (1) (a) of the Companies Code.

* over the reporting period

16. Rules in the Articles of Association on procedural and material requirements applicable to the appointment and replacement of members, as the case may be, of the Board of Directors, the Executive Committee and the General and Supervisory Board (article 245-A (1) (h)).

In accordance with the Articles of Association, the Company's statutory bodies comprise of the General Meeting, the Board of Directors, the Supervisory Board and a statutory auditor or audit firm. The General Meeting has powers to elect the members of the Board of Directors, the members of the Supervisory Board and the statutory auditor or audit firm.

The Board of Directors comprises of three to seventeen members, elected by the General Meeting of Shareholders. Under the law and the Articles of Association, members are elected to the Board of Directors on the terms set out in the motion approved by the General Meeting. In other words, the shareholders have the authority to appoint the directors (as well as the supervisory body).

The General Meeting which elects the Board of Directors also designates its chairman and may elect alternate Board members up to the limit established by law. If the number of directors is not expressly established by the General Meeting, such a number is deemed to correspond to the number of directors effectively elected.

However, the Articles of Association establish that a Director may be elected individually if there are proposals subscribed and tabled by groups of shareholders, provided none of these groups holds shares representing more than twenty per cent and less than ten per cent of the share capital. No shareholder shall sign the proposal form for more than one list. Each proposal shall identify no less than two electable persons. If there are various proposals signed by different shareholders or shareholder groups, the voting shall apply to the collection of these lists.

The Articles of Association further state that the Board of Directors may delegate the day-to-day management of the Company to a Director, or even to an Executive Committee comprised of three to nine members.

In the event of the temporary or definitive absence or impediment of the Chairman of the Board of Directors, he shall appoint another of its members to take his place.

However, in the event of the definitive absence, for any reason whatsoever, of a board member elected as Chairman with a profile appropriate to perform such duties, in accordance with the rule described above, the General Meeting is required to hold a new election to appoint the Chairman of the Board of Directors.

In addition, in 2019 the Board of Directors changed the Regulations of the Nominations and Assessments Committee, including in its powers, in terms of appointment: "to assist the Board of Directors in the identification and assessment of the adequacy of profile, knowledge, and curriculum of members of the governing bodies to be appointed." Subsequently, the Company will establish criteria and requirements related to the profile of new members of the corporate bodies appropriate to the function to be performed, under the terms provided for in Recommendation I.2.1 of the IPCG Code, which will be taken into consideration in the next election of members of the corporate bodies.

These criteria and requirements will be defined, without prejudice to the fact that the Board understands that the judgment on the composition options of the governing bodies must be forwarded to the shareholders, under the Portuguese legislative system, which refers to the shareholders the composition of the corporate bodies and the nature of the group to which Navigator belongs, with concentration of the capital structure in a family group and members of boards of directors common to several related companies.

The Company also approved a Gender Equality Plan in 2019, which reflects the Group's strong commitment to the creation of mixed teams, and have shown to be more balanced and Navigator's strategy is to continue to count on more women in its staff and to create internal conditions so that they can grow into management functions.

17. Composition, as the case may be, of the Board of Directors, the Executive Committee and the General and Supervisory Board, detailing the provisions of the Articles of Association concerning the minimum and maximum number of directors, duration of term of office, number of full members, and the date when first appointed and the end of their terms of office for each member.

As stated above, the Articles of Association establish that the Board of Directors comprises of three to seventeen members

appointed for a renewable four-year term. On 9 April 2019, the Company's General Meeting approved a resolution electing the members of the Board of Directors for a four-

year term from 2019 to 2022. Therefore, on 31 December 2019, the Board of Directors included thirteen members: one Chairman and twelve Members.

NAME	DATE OF FIRST APPOINTMENT AND END DATE OF TERM OF OFFICE
João Nuno de Sottomayor Pinto de Castello Branco	2015 - 2022
Diogo António Rodrigues da Silveira	2014 - 2019
Luís Alberto Caldeira Deslandes	2001 - 2019
António José Pereira Redondo	2007 - 2022
José Fernando Moraes Carreira de Araújo	2007 - 2022
Nuno Miguel Moreira de Araújo Santos	2015 - 2022
João Paulo Araújo Oliveira	2015 - 2022
Adriano Augusto da Silva Silveira	2007 - 2022
José Miguel Pereira Gens Paredes ⁵	2011 - 2020
Manuel Soares Ferreira Regalado	2004 - 2022
Mariana Rita Antunes Marques dos Santos Belmar da Costa	2019 - 2022
Maria Teresa Aliu Presas	2019 - 2022
Paulo Miguel Garcês Ventura ⁶	2011 - 2019
Ricardo Miguel dos Santos Pacheco Pires	2015 - 2022
Sandra Maria Soares Santos	2019 - 2022
Vítor Manuel Galvão Rocha Novais Gonçalves	2015 - 2022

The composition of the Board of Directors is freely available on the Company's website at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade#modulo878>.

18. Distinction between executive and non-executive members of the Board of Directors and, in relation to non-executive directors, identification of those who can be regarded as independent or, if applicable, identification of the independent members of the General and Supervisory Board.

18.1. The independence of the members of the General and Supervisory Board and members of the Audit Committee shall be assessed in accordance with the law in force. The other members of the Board of Directors are considered independent if the member is not associated with any specific group of interests in the Company nor is under any circumstance likely to affect their impartiality of analysis or decision, particularly due to:

- a. Having been an Employee at the Company or at a related or group company in the past three years;
- b. Having, in the past three years, provided services or established a significant commercial relationship with the Company or a related or group company, either directly or as a partner, board member, manager or director of a legal person;

- c. Being the beneficiary of remuneration paid by the Company or by a related or group company, other than the remuneration deriving from a directorship;
- d. Living with a life partner or a spouse, relative or any first degree next of kin and up to and including the 3rd degree of collateral affinity of directors or natural persons that are direct and indirectly holders of qualifying holdings;
- e. Being a qualifying shareholder or representative of a qualifying holding.

During 2019, five members of the Board of Directors exercised executive functions and formed an Executive Committee, which was elected and whose powers were delegated by the Board of Directors, and eight of the Directors exercised non-executive functions.

To date, the Executive Committee includes six members of the Board of Directors.

The executive members of the Board of Directors belong to the Executive Committee and are identified below in point 28, the remaining being non-executive members.

⁵ Served as a member of the Board of Directors until 29 February 2019.

⁶ Served as a member of the Board of Directors until 31 May 2019.

Bearing in mind the profile, age, career and professional experience and the integrity of the members of this body, we believe that the Company has a number of non-executive directors appropriate to the nature and size of the Company, particularly in view of its family nature, the stability of the respective capital structure, and the complexity of the risks inherent in its activity and sufficient to efficiently ensure the functions entrusted to them, guaranteeing the effective capacity to monitor, supervise, inspect and evaluate the activity of the executive members.

At the annual general meeting held on 9 April 2019, which elected the members of the governing bodies, three new non-executive members of the Board of Directors were elected - Maria Teresa Aliu Presas, Mariana Rita Antunes Marques dos Santos Belmar da Costa and Sandra Maria Soares Santos - which can be considered independent, according to the criteria for measuring independence defined in point 18.1 above and in Recommendation III.4 of the IPCG Corporate Governance Code. The company therefore includes a number of independent non-executive directors of 37.5%, over one third, in accordance with the Recommendations of the IPCG Corporate Governance Code.

The remaining Non-Executive Directors, although not independent according to the above criteria, gather the necessary suitability, experience and proved professional competence, which allows to enrich and optimise the management of the Company from the perspective of creating value, as well as ensuring an effective defence of the interests of all shareholders and to ensure that Executive Directors are supervised and evaluated in an impartial, independent and objective manner and, at the same time, that there are no conflicts of interest between the interest and position of the shareholder and the Company.

19. Professional qualifications and other relevant biographical details of each member, as applicable, of the Board of Directors, the General and Supervisory Board and the Executive Committee.

João Nuno de Sottomayor Pinto de Castello Branco

João Castello Branco holds a degree in mechanical engineering from Instituto Superior Técnico and an MBA from INSEAD. Since July 2015, he has served as Chief

Executive Officer of Semapa, having been a Managing Partner of McKinsey & Company - Iberian Office until this date. He joined McKinsey in 1991 and worked there in a wide range of industries, serving several leading institutions in Portugal as well as Spain. He also worked in these sectors in Europe, Latin America and the United States. He also led several works at McKinsey on competitiveness, productivity and innovation in Portugal as well as Spain. Prior to joining McKinsey, he worked at the Renault engine development centre in France. In 2017, he was appointed as a member of the General Council of AEM - Associação de Empresas Emitentes de Valores Cotados em Mercado. Since 2015, he has also served as director of the Navigator Company and Secil, having been appointed as Chairman of the Board of Directors at the end of 2018. From April to December 2019 he was Chairman of the Executive Committee of Navigator.

António José Pereira Redondo

António Redondo holds a degree in chemical engineering from the Science and Technology Faculty of the University of Coimbra (1987); he attended 4th year in Business Management at Universidade Internacional and has an MBA specialising in marketing, from the Portuguese Catholic University (1998). He joined Soporcel in 1987 and until December 1998 held a series of posts in technical, production, marketing and sales management areas of the company. He was marketing manager of Soporcel from January 1998 to December 2002 and was then appointed sales manager for the Navigator Group (then called the Portucel Soporcel Group) from January 2003 to March 2007. He has been an executive director of the Company since April 2007 as Chief Commercial Officer, and Chairman of the Executive Committee since 1 January 2020.

Luís Alberto Caldeira Deslandes⁷

Luís Deslandes graduated in chemical engineering from Instituto Superior Técnico de Lisboa and brewery engineering from Institut Supérieur D'Agronomie de Louvain. He began his career in 1966 at the company Central de Cervejas, where he worked as Industrial Manager until 1975. He was Deputy Chairman of Central de Cervejas from 1975 to 1978, Managing Director of CICER from 1976 to 1980, and Executive Chairman of Central de Cervejas from 1979 to 1980. He held the position of Executive Chairman of Portucel from 1980 to 1983 and chairman of the Executive Committee of Soporcel

⁷ Until the General Meeting held on 9 April 2019.

from 1984 to 1990. He was Chairman of the Executive Committee of SAL – Sociedade da Água do Luso from 1984 to 1989. He was Managing Director of Soporcel from 1990 to 2001. He is an honorary member of ACFPI (FAO) – Advisory Committee on Sustainable Forest-based Industries. He was chairman of ACEL, CELPA, the Portuguese-Chinese Chamber of Commerce, CEPAC – Groupement des Celluloses and CEPI from 1998 to 2000. He was also a member of the Board of Directors of CIP – Confederação da Indústria Portuguesa and the Board of Directors of the Lisbon Stock Exchange. He has been Deputy Chairman of the Board of Directors of The Navigator Company, S.A. since 2001 to April 2019, having held various administrative positions at Navigator Group companies also during this year.

Diogo António Rodrigues da Silveira⁸

Diogo da Silveira has a Diplôme d'Ingénieur from École Centrale de Lille, in France (1984), was a Research Scholar at UC Berkeley University in the United States (1984), and has an MBA from INSEAD, in France (1989). He started his professional career in the Technicatome/AREVA Group, in France in 1984, and then joined the Japanese industrial group Shin Etsu Handtotal, in 1985. He joined McKinsey & Company in 1989, where he worked in the financial institutions sectors, as consultant in the Iberian office (4 years) and in France (5 years) and was a partner, from 1996 to March 1998. In 1998, he became Executive Director and Group CFO of Sonae Investimentos, having held the position of Chief Operating Officer of Sonae Distribuição between 1998 and 1999. He became CEO of Novis Telecom and a management member of Sonaecom from 1999 to 2001, as well as CEO of Isoroy, from the Sonae Indústria Group, between June 2001 and March 2005. He was then CEO of ONI from March 2005 to February 2007. He held the post of Chief Operating Officer at Banif, from April 2007 to January 2008, and from February 2008 to March 2014 he was Chief Executive Officer of Açoreana Seguros. He has been Deputy Chairman of Navigator's Board of Directors and Chief Executive Officer from April 2014 until April 2019.

Adriano Augusto da Silva Silveira

Adriano Silveira has a degree in chemical engineering from the University of Porto. He began his career at the Environmental Studies Service, having been part of Empresa Nacional de Urânio (1979) and Empresa

Minas de Jales (1983). He joined Soporcel in 1983, where he held several positions of responsibility in the areas of energy recovery, pulp and paper production, project management, maintenance and engineering. He has been a member of the Company's Board of Directors since 2007, serving as an Executive Director from April 2007 to July 2015, having reinstated the Executive Committee on 1 January 2020.

João Paulo Araújo Oliveira

João Paulo Oliveira has a degree in industrial engineering from the Faculty of Science and Technology, Universidade Nova de Lisboa (1988) and an MBA in Commercial Engineering and Management from AEP – ESADE, Spain (1994). He began his career at the Bosch Group in 1989. He was industrial manager for Bosch in China from 1994 to 1996. Subsequently, he was involved in an acquisition project for a company in Chile, and also held positions in the Bosch Group's operations in France and Germany. From 2002 to 2015, he was Managing Director of Bosch Termotecnologia S.A. In his last 8 years at the Bosch Group, he was Chairman of the Group's Hot Water Business Unit, whose global competence centre is located in Aveiro. He was chairman of the Portuguese-German Chamber of Commerce and Industry from 2009 to 2012. He also sits on the General Council of the University of Aveiro, the AICEP Advisory Board and the Supervisory Board of the Fraunhofer Institute in Portugal. He has been an executive director of the Company since July 2015.

José Fernando Morais Carreira de Araújo

Fernando Araújo has a degree in accountancy and management from Instituto Superior de Contabilidade e Administração do Porto (ISCAP-1986) and a specialist diploma in financial control from Instituto Superior de Contabilidade e Administração do Porto (ISCAP-1992). He has been a statutory auditor (chartered accountant) since 1995. He has a degree in law from Universidade Lusíada do Porto (2000). He has post-graduate qualifications in advanced financial accounting (ISCTE – 2002/2003), in tax law (Lisbon Faculty of Law – 2002/2003) and in corporate governance (Instituto Superior de Economia e Gestão de Lisboa – 2006/2007). He concluded an MBA in Corporate Reporting at INDEG – IUL in 2016. He started his professional career in 1987, with Sportrade, and was subsequently head of accounts at Eurofer from 1988 to 1993 and Head of Administrative Services at COLEP from 1991

⁸ Until the General Meeting held on 9 April 2019.

to 1993. From 1993 to 2001 he worked in the field of tax management at KPMG and was Senior Tax Manager from 1993 to 2001. He was head of Tax Management and Accounts at Secil, from 2001 to 2005, at SEMAPA from 2002 to 2006, and in the Company from 2006 to 2007. He has been an executive director of the Company since April 2007.

José Miguel Pereira Gens Paredes⁹

José Miguel Paredes has a degree in economics from Universidade Católica Portuguesa, and began his professional career in 1985, at the Directorate-General of Competition and Prices. In the following years, he worked at transport provider Rodoviária Nacional, Trader Interbiz, in the Foreign Lending Division of Companhia de Seguros de Crédito Cossec, in the Commercial Department and in the Treasury/Forex Room of Generale Bank, Portugal branch, and in the Finance Department of United Distillers in Portugal. In 1994, he became Financial Director of Semapa and other related companies. He was Executive Director at Enersis, a company that operated in the renewable energies area and which was held by the Semapa Group. From 2004 to 2018, he served as a Market Relations Representative of Semapa, and has been a Semapa Executive Director since 2006 until February 2020. In 2008, he became a director of ETSA and has served as Chairman of the Board of Directors since 2010 until February 2020. Since 2011 and 2012, respectively, until February 2020, he has served as director of The Navigator Company and Secil. And he has been a director of Sonagi since 2018.

Manuel Soares Ferreira Regalado

Manuel Regalado has a degree in finance from Instituto Superior de Economia e Gestão (ISEG) in Lisbon (1972) and completed the Senior Executive Programme of the London Business School (1997). He began his professional career in 1971, holding various internal auditing, management control and planning and investment project analysis positions from this year until 1984. From 1984 to 1994, and from 1998 to 2004, he was appointed to a variety of management positions and directorships in a range of sectors, including banking, insurance, manufacturing and energy, in Edinfor, COSEC, IAPMEI and Hidroelétrica de Cahora-Barra and Banco BPI (in Portugal, Africa and Latin America). Between 1994 and 1998, he served on the Board of Directors of Portucel, and was also part of the statutory bodies of INAPA

and CELPA. He is member of the Board of Directors of The Navigator Company since 2004 and was an executive director until 2016.

Maria Teresa Aliu Presas

Maria Teresa Aliu Presas is a graduate of the Instituto Superior de Psicologia Aplicada, in Lisbon. She made her career in the paper industry, having joined the Tetra Pak Group in 1982, where she held several positions in Portugal, Switzerland, international headquarters, and in Brussels, in the areas of Marketing and Communication, Environment and European Affairs, namely Vice President for Europe and responsible for the environment for the entire Group. From 2003 to 2011 she directed the European Confederation of the Paper Industry (CEPI). She was a member of the board of directors of several European associations as well as a non-executive director of the company Powerflute Oy. She currently works at the consultant Magellan in Brussels, is a member of the mentoring programme at PWC Benelux and Germany, a member of the Advisory Board of the World Bioeconomy Forum, and a non-executive director at Navigator since 2019.

Mariana Rita Antunes Marques dos Santos Belmar da Costa

Mariana Marques dos Santos graduated in Business Management from Universidade Católica Portuguesa and complemented her training with an MBA from INSEAD (Fontainebleau), having also attended the same programme at Kellogg - Northwestern University, in Chicago. From 1989 to 2006, she was a university professor, both in the areas of quantitative methods at ISCTE, and in internationalisation strategy and policies, at the executive school, IBS-ISCTE Business School. Along with academic activities, she developed a business career linked to different areas and functions. Starting by experiencing the dynamics of the financial markets, she collaborated with Lloyds Bank in the area of securities portfolio management. She then joined a venture capital team - SFIR, where she was a project analyst from 1991 to 1992. She was also a consultant in Madrid, in a multinational company, Arthur D. Little, being associated with several projects, including the launch of the Portuguese branch, in the years 1995 and 1996. She then took on a succession of international areas, within Grupo Abrantina, between 1996 and 2007, namely in Mozambique and Germany, managing projects in several areas such as food and the production and distribution of construction

⁹ Until 29 February 2019.

materials. At the end of 2007, she embraced her own business project, launching NBC Medical, in the area of international trade of medicine, to which she is currently dedicated. She has been a non-executive Director of The Navigator Company since May 2019.

Nuno Miguel Moreira de Araújo Santos

Nuno Santos has a degree in civil engineering from Instituto Superior Técnico (1993) and an MBA from INSEAD (1996). He began his professional career at McKinsey & Company in 1993, and until March 2015 was a Senior Partner (Manager) and the leader of the area of Energy, Commodities & Industry of the McKinsey & Company's Iberian Office. He also belonged to the Leadership Committee of the Global Division of Energy, Commodities & Industry of McKinsey & Company. He has been an executive director of The Navigator Company since April 2015.

Paulo Miguel Garcês Ventura¹⁰

Miguel Ventura has a degree in law, and completed the INSEAD IEP in July 2008 and COL December 2015 courses, as well as Governance Programmes in 2018. He began his professional career as an attorney in 1995. Starting in 1997, he served on the presiding boards of the General Meetings of various subsidiaries of Cimigest, Sodim and Semapa, and was also appointed as Semapa's Secretary. From 2005 to 2007, he was a member of the Lisbon District Council of the Portuguese Bar Association (Ordem dos Advogados). Since 2006, he has been an Executive Director of Semapa and various related companies. In 2007, he was also appointed Deputy Chairman of the General Meeting of REN (a position he held until the end of 2014) and of Infraestruturas de Portugal. Since 2011 and 2012, respectively, he has been a director of The Navigator Company and Secil. In 2014 he was appointed as a member of the General Council of AEM - Associação de Empresas Emitentes de Valores Cotados em Mercado, a position which he held until the end of 2016, and was also appointed as a managing member of this same association in 2017. He has been a director of Sonagi since 2018.

Ricardo Miguel dos Santos Pacheco Pires

Ricardo Pires is a graduate in business administration from the Portuguese Catholic University, with a specialisation in Corporate Finance from ISCTE and an MBA in business management from Universidade Nova de Lisboa. He began his career

in management consulting between 1999 and 2002, first at BDO Binder and later at GTE Consultores. From 2002 to 2008, he worked at the Corporate Finance Department of ES Investment, where he carried out a number of M&A and capital market projects in the sectors of Energy, Pulp & Paper and Food & Beverages. Since 2008 he has worked at Semapa, initially as a Strategic Planning and New Business Manager and later, starting in 2011, as Head of the Office of the Chairman of the Board of Directors. He has been an Executive Director at Semapa since 2014, as well as holding positions at other related companies. Since 2015, he has performed management duties at The Navigator Company and at Secil. Since 2017, he is CEO of SEMAPA Next.

Sandra Maria Soares Santos

Sandra Maria Soares Santos has a degree in management from the Faculty of Economics of Porto (1989-94) and completed an MBA at PBS - Porto Business School (1999). She started her career at Banco Espírito Santo and at the University of Porto in 1994, where she taught as a guest lecturer. At BES, she performed several technical and commercial functions, at a time when the Bank was incorporating young managers and substantially transforming its organisational and business structure. She started her career at Grupo BA, at the end of 1999, as Controller, a role she built when the group started its geographical expansion. Since then, she has held various positions, such as financial director, human resources director, factory director and CFO. As CFO (2007), she had an active participation in the acquisition and integration processes of the acquired companies. In 2012, she was posted to be CFO in another business, plastic packaging, in which BA shareholders decided to invest, a mission that ended a year later. Since 2014 she is CEO and member of the Board of Directors of Grupo BA. Grupo BA now has industrial operations in 7 European countries, 12 industrial units, 3,800 workers and an annual turnover of 950 million euros. She has been a non-executive director of Navigator since April 2019.

Vítor Manuel Rocha Novais Gonçalves

Vítor Novais Gonçalves has a degree in business management from ISC-HEC in Brussels and has more than 30 years of professional experience with executive management responsibilities in the Consumer Products, Telecommunications and Finance sectors. He began his professional career in 1984 at Unilever as a Management

¹⁰ Until 31 May 2019.

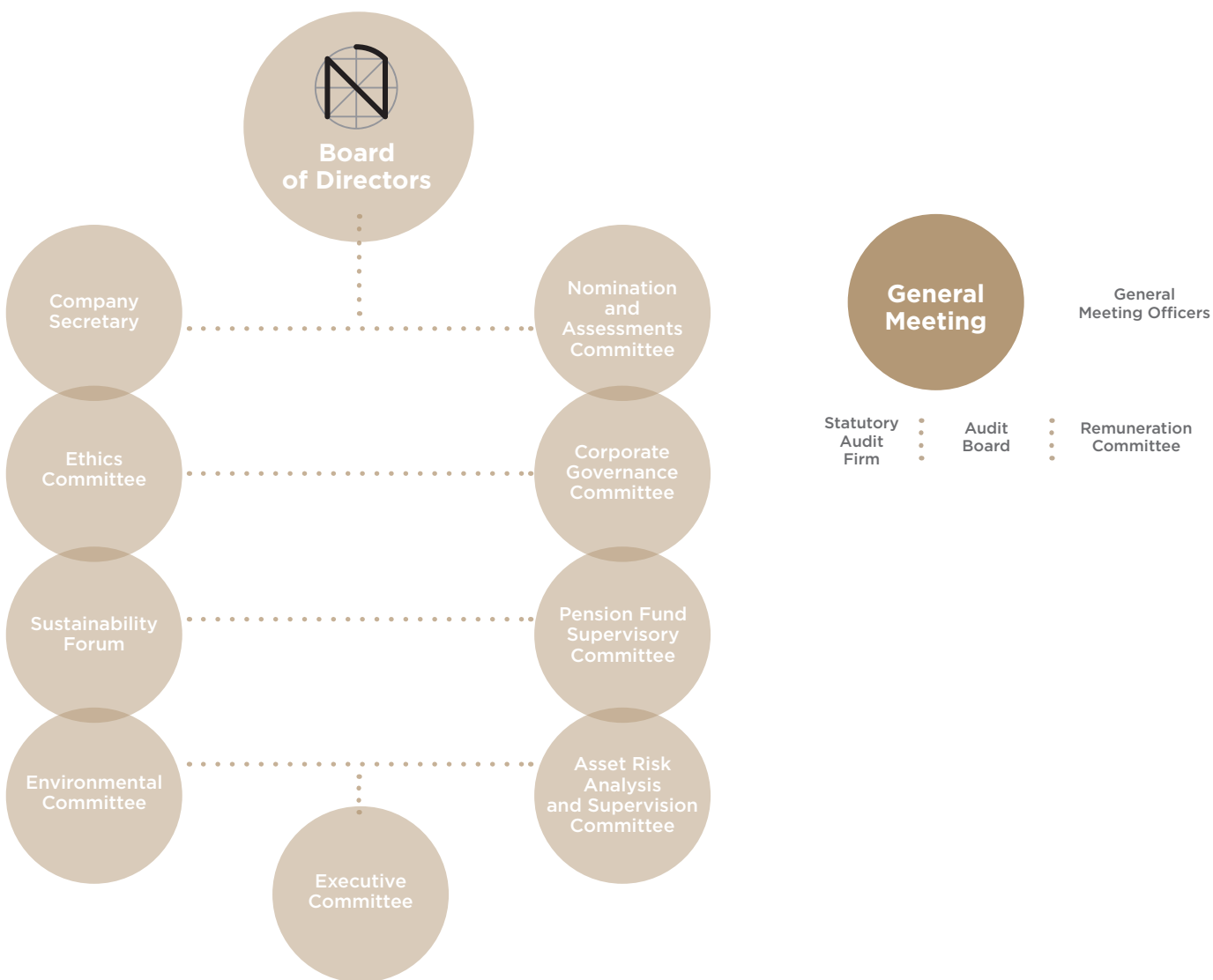
Trainee, and subsequently as a Product Manager and Market Manager. From 1989 to 1992, he worked at Citibank Portugal, initially as a Venture Capital Business Manager and later as head of Corporate Finance and member of the Management Committee. Between 1992 and 2000, he worked in the financial area of the José de Mello Group, served as director at several companies and serving, among other things, as Strategic Marketing and Development Manager of Banco Mello and General Manager of Companhia de Seguros Império. From 2001 to 2009, he worked in the telecommunications area of the SGC Group as a director of SGC Comunicações, where he was in charge of strategic marketing and international business development. Among other positions, he has been a Director at Zoom Investment and Semapa. He has been a non-executive director of The Navigator Company since 2015.

20. Regular and significant family, professional or business relationships of the members, as applicable, of the Board of Directors,

General and Supervisory Board and Executive Committee with shareholders with qualified holdings exceeding 2% of voting rights.

Among the members of the Company's Board of Directors, during the year under analysis, the Directors João Nuno de Sottomayor Pinto de Castello Branco, José Miguel Pereira Gens Paredes, Paulo Miguel Garcês Ventura, Ricardo Miguel dos Santos Pacheco Pires were also Directors of the shareholder SEMAPA. Director Vítor Manuel Galvão Rocha Novais Gonçalves was also a representative of ZOOM LUX S.À.R.L., a company that had a qualified holding in Navigator until November 2018.

21. Organisational or functional charts showing the division of powers between the different corporate boards, committees and/or company divisions, including information on delegated powers, in particular with regard to delegation of the daily management of the Company.





Executive Committee

João Castello Branco
António Redondo
Fernando Araújo
João Paulo Oliveira
Nuno Santos

Portucel Mozambique

João Lé
Paulo Silva

Chief of Staff to the CEO

António Cunha Reis

Advisory to the Executive
Committee
João Ventura

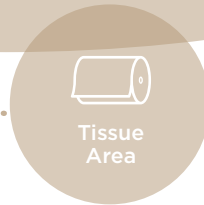
Investor
Relations
Joana Lã Appleton



Research
Area



Forestry
Area



Tissue
Area



Industrial
Area

RAIZ
Carlos Pascoal Neto

**Forestry Management
Division**
Nuno Neto

Wood Supply Division
Hermano Mendonça

Tissue Sales Division
Nuno Anjo e Silva

**Tissue Operations
Division**
Joaquim Belfo

**Tissue Supply Chain
Division**
Fernando Gaga

**Setúbal Industrial
Division**
José Nordeste

**Figueira da Foz
Industrial Division**
Pedro Matos Silva

**Aveiro Industrial
Division**
Alexandre Vale

**Central Technical
Division**
Carlos Brás

**Environment and
Energy Division**
Óscar Arantes



Pulp Sales
José Tátá Anjos

Europe Sales Division
Vitor Coelho

International Sales Division
Mário França

Supply Chain Division
Eduardo Veiga

Marketing Division
António Quirino Soares

Logistics Division
Gonçalo Vieira

Technical Product Division
Vitor Crespo

Revenue Management Division
Cristina Campos



Risk Management Division
Gonçalo Veloso Sousa

Communication and Brand Division
Rui Pedro Batista

Financial Division
Manuel Arouca

Management Control Division
João Escobar Henriques

Accounting and Remuneration Division
Carla Guimarães

Business Development Division
Vasco Ferreira

Tax Division
José Almeida Fernandes

Empremédia
Alexandra Fernandes

Legal Services Division
António Neto Alves

Human Resources Division
Paula Castelão

Information Systems Division
Adriano Serrano

Innovation and Internal Consulting Division
Miguel Faria

Sustainability Division
António Porto Monteiro

Materials Management Division
Pedro Sousa

Bioeconomics and Partnerships Division
Miguel Faria

EXECUTIVE COMMITTEE

Between 9 April 2019 and 31 December 2019, the Executive Committee was composed of five members, who shared among themselves the following list of responsibilities:

João Nuno de Sottomayor Pinto de Castello Branco:

- Head of CEO Office and CE Advisors
- Risk Management Division
- Human Resources Division
- Investor Relations

António José Pereira Redondo:

- Pulp Sales Division
- Europe Sales Division
- International Sales Division
- Supply Chain Division
- Marketing Division
- Logistics Division
- Technical Product Division
- Communication and Brand Division
- Revenue Management Division

José Fernando Morais Carreira de Araújo:

- Financial Division
- Management Control Division
- Accounting and Tax Division
- Legal Services Division
- Information Systems Division
- Empremédia

Nuno Miguel Moreira de Araújo Santos:

- Forestry Management Division
- Wood Supply Division
- Tissue Sales Division
- Tissue Operations Division
- Internal Consultancy Division
- Business Development Division
- Portucel Mozambique Division

João Paulo Araújo Oliveira:

- Setubal Industrial Division
- Figueira da Foz Industrial Division
- Aveiro Industrial Division (new designation of the former Cacia Industrial Division)
- Central Technical Division
- Environment and Energy Division
- Materials Management Division
- Sustainability Division
- Bioeconomics and Partnerships Division
- Raiz

Between 1 January and 9 April 2019, the Executive Committee was composed of five members, who shared among themselves the following list of responsibilities:

Diogo António Rodrigues da Silveira:

- Head of CEO Office and CE Advisors
- Risk Management Division

- Communication and Brand Division
- Talent Management and Organisational Development Division
- People Management Division
- Innovation and Internal Consultancy Division
- Business Development Division
- Sustainability Division
- Investor Relations

António José Pereira Redondo:

- Pulp Sales Division
- Paper Sales Division
- Europe Sales Division
- International Sales Division
- Supply Chain Division
- Revenue Management Division
- Marketing Division
- Logistics Division
- Technical Product Division

José Fernando Morais Carreira de Araújo:

- Legal Services Division
- Financial Division
- Management Control Division
- Information Systems Division
- Accounting and Tax Division
- Insurance / Empremédia

Nuno Miguel Moreira de Araújo Santos:

- Forestry Management Division
- Wood Supply Division
- Tissue Sales Division
- Tissue Operations Division
- Portucel Mozambique
- Colombo Energy

João Paulo Araújo Oliveira:

- RAIZ - Instituto de Investigação da Floresta e Papel (Forestry and Paper Research Institute)
- Setubal Industrial Division
- Figueira da Foz Industrial Division
- Aveiro Industrial Division
- Central Engineering - Instituto de Investigação da Floresta e Papel
- Environment and Energy - Instituto de Investigação da Floresta e Papel
- Materials Management - Instituto de Investigação da Floresta e Papel

The following powers are delegated to the Executive Committee:

- To propose the Company's policies, aims and strategies to the Board of Directors;
- To propose to the Board of Directors operating budgets and medium- and long-term investment and development plans, and to implement these once approved;

- c) To approve budget alterations during the year, including transfers between cost centres not exceeding twenty million euros each year;
- d) To approve contracts for the acquisition of goods and services of a value each year no greater than twenty million euros;
- e) To approve financing contracts, to apply for bank guarantees, or to accept any other liabilities which represent increased indebtedness, totalling no more than twenty million euros each year;
- f) To acquire, dispose of or encumber the Company's fixed assets of a value, in each individual case, of up to five per cent of the paid-up share capital;
- g) To lease or let any immoveable property;
- h) To represent the Company in or out of court, as claimant or respondent, and to bring or follow up any judicial or arbitral actions, confess or desist, settle or agree to arbitration;
- i) To acquire, dispose of or encumber holdings in other companies, of a value of no more than twenty million euros each year;
- j) To resolve on executing acquisition and disposal of own shares, when this has been resolved on by the General Meeting, in keeping with the terms of such resolution;
- k) To manage holdings in other companies, jointly with the Chairman of the Board of Directors, namely by designating, with the agreement of the latter, the representatives in the respective governing bodies, and setting guidelines for the acts of these representatives;
- l) To enter into, amend and terminate employment contracts;
- m) To open, transact and close bank accounts;
- n) To appoint Company attorneys;
- o) In general, all powers which may lawfully be delegated, with any limitations deriving from the provisions of the preceding paragraphs.

Jointly with the Chairman of the Board of Directors, the Executive Committee may also resolve on the matters indicated in items c), d), e) and i) above when the respective values, calculated on the terms set out therein,

are greater than twenty million euros but no greater than fifty million euros.

The Chairman of the Board of Directors has the powers assigned to him by Law and the Articles of Association.

The Executive Committee may discuss all matters within the sphere of competence of the Board of Directors, notwithstanding that it may only resolve on matters delegated to it.

The competence to change any conditions of contracts previously entered into and covered by the aforementioned items c), d), e) and i) will fall on the body or bodies that would be competent to execute them.

The Regulation of the Executive Committee, approved by the Board of Directors, also establishes the performance regime for Executive Directors.

Decisions regarding the definition of the Company's strategy, as well as its general policies and the corporate structure of the Navigator Group, are matters for the Board of Directors, and the Executive Committee does not have delegated powers in this regard. Thus, Non-Executive Directors participate in the definition of the strategy, main policies, business structure and decisions that should be considered strategic due to their amount or risk, as well as in the assessment of their compliance.

The Company's management is centered on the articulation between the Board of Directors and the Executive Committee. Coordination and approximation were ensured by the close cooperation developed by the Chairman of the Board of Directors with the executive team, by the availability of the members of the Executive Committee for the regular transmission of all relevant or urgent information, or that is requested, regarding the current management of the Company to the non-executive members of the Board of Directors, in order to allow permanent monitoring of corporate life, and by calling meetings of the Board of Directors for all strategic decisions or considered especially relevant, even if these fall within the scope of generally delegated powers, and also by the presence of the Chairman of the Board of Directors in some meetings of the Executive Committee of the Company.

Also, for the other members of the governing bodies, the requested information is provided by the members of the Executive Committee in a timely and appropriate manner.

To ensure a regular transmission of information, the Chairman of the Executive Committee sends the notices and minutes of the respective meetings to the Chairman of the Board of Directors and the Chairman of the Supervisory Board. The Company's other committees and governing bodies also ensure, in a timely and appropriate manner and in accordance with the respective operating regulations, the flow of information, namely, through the availability of notices and minutes, under the terms necessary and appropriate to the exercise of legal and statutory powers by the remaining bodies and commissions.

At the end of 2018, internal regulations of the Board of Directors and Supervisory Board were reviewed, approved and disclosed, as well as the internal commissions identified below, which contain rules of operation, competence and articulation between the various bodies and commissions. Under the terms of the aforementioned regulations and other applicable rules, the corporate bodies and the other committees of the Company must prepare complete minutes of the respective meetings.

The governing bodies and internal commissions identified above are required, under their terms, internal operating regulations to make available to each other, under the legally and statutory required terms, all the information and documentation necessary for the exercise of the legal and statutory powers of each of the other bodies and commissions, and the various departments and divisions of the Company must collaborate in the production, treatment and dissemination of said information, in an appropriate, rigorous and timely manner.

The regulations of the Board of Directors and of the Supervisory Board also establish, in particular, mechanisms that guarantee, within the limits of the applicable legislation and regulations, the access of its members to the Company's Employees and to all information that is necessary for the assessment of the performance, situation and development prospects of the Company, including and without limiting minutes, supporting documentation of the resolutions taken, notices and archives of the meetings of the Board of Directors and the respective Executive Committee, without prejudice to being able to access other documents or people who may be asked for clarification.

B) FUNCTIONING

22. Existence of rules of procedure for the Board of Directors, the General and Supervisory Board and the Executive Committee, as the case may be, and place where these may be consulted.

The Internal Rules of Procedure of the Board of Directors of Navigator are published the Company's website, in the investor relations/ Corporate Governance area, and are therefore freely available for consultation at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade>.

The Internal Rules of Procedure of the Board of Directors governs the exercise of the functions, chairman, frequency of the meetings, functioning and framework of duties of its members.

In accordance with these Rules of Procedure, and the applicable legislation:

- The directors may have access to all Company information and staff for assessing performance, the situation and the outlooks on the development of the Company, including, namely, minutes, documents supporting decisions taken, convening notices and records on the meetings of other corporate bodies, without prejudice to access to all other documents or persons who may be called upon to provide clarifications.
- The Board of Directors must ensure the timely and suitable flow of information, especially regarding the respective calls for meetings and minutes, required for the performance of the functions, determined by law and the bylaws, of each of the remaining corporate bodies and committees.
- Non-executive directors should participate in the definition, by the managing body, of the strategy, main policies, business structure and decisions that should be deemed strategic for the company due to their amount or risk, as well as in the assessment of the accomplishment of these actions.
- The directors in the Executive Committee may not perform executive functions in entities outside of the Company's group, except if the activity of such entities is deemed to be ancillary or complementary to the group's activity or is not very time-consuming.

The directors who are not in the Executive Committee may perform management functions (executive or not) in entities outside of the Company's group, where such companies do not carry out activities that compete with that of the Company, or in companies directly or indirectly held by the Company, and the Chairman of the Board of Directors must be notified before the start of such functions.

- The following matters may not be generally delegated: a) The definition of the strategy and main policies of the Company, although the Board of Directors may delegate to the Executive Committee the drafting of the preliminary strategic plan and investment policy, subject to the approval of the Board of Directors; b) the organisation and coordination of the business structure; and c) matters that should be considered strategic, by virtue of the amounts involved, the risk, or special characteristics.
- The Board of Directors shall evaluate its performance annually, as well as the performance of the Executive Committee and of other Committees and managing directors, if any, taking into account the compliance with the Company's strategic plan and budget, risk management, its internal operation and the contribution of each member to that purpose, and the functioning between the Company's Bodies and Committees, identifying the ways in which such performance may be improved.

23. Number of meetings held and rate of meeting attendance of each member of the Board of Directors, General and Supervisory Board and Executive Committee, as applicable.

During 2019, the Board of Directors held twelve meetings, minutes of which were duly drawn up. All members of the Board of Directors attended all twelve meetings in person, corresponding to an attendance rate of 100%.

Detailed minutes are drawn up for the Board of Directors' meetings, in accordance with its Rules of Procedure.

The number of meetings of the Board of Directors is freely available on the Company's website at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade>.

24. Indication of the company bodies empowered to assess the performance of executive directors.

The Remuneration Committee decides how the system works and makes all the arrangements for assessing Executive Directors. It is also responsible for final confirmation of the performance factors and their impact on remuneration, as well as for the overall coherence of the system. However, the actual assessment of each individual's performance is the responsibility of the person leading the team, in the case of the members of the Executive Committee, and of the Chairman of the Board of Directors, in the case of the Chief Executive Officer, in both cases with the participation of other non-executive directors as the person conducting the assessment sees fit to involve.

The Rules of Procedure of the Board of Directors approved in December 2018 also provide that the Board of Directors should annually evaluate its performance, as well as the performance of its committees and the directors appointed, accounting for the fulfilment of the Company's strategic plan and budget, the management of risks, its internal operations and the contribution of each member to that end, in addition to the relationship between the Company's boards and committees.

Thus, even though the assessment of Executive Directors already takes place annually, the self-assessment of the Board of Directors and its committees took place on 29 July 2019, in relation to the performance in 2018, which reflects adherence to Recommendation V.1.1. of the IPCG Corporate Governance Code.

25. Predetermined criteria for assessing the performance of executive directors.

The basic criteria for assessing the performance of Executive Directors are those defined in item 2 of chapter VI of the Remuneration Policy Statement for setting the variable remuneration component. These criteria are applied by using a system of KPIs that encompass quantitative and qualitative components, and individual and joint components. The joint quantitative components considered are EBITDA, net profit and cash flow.

26. Availability of each of the members of the Board of Directors, the General and Supervisory Board and the Executive Committee, as the case may be, indicating

office held simultaneously in other companies, inside and outside the Group, and other relevant activities carried out by the members of these bodies during the period.

The members of the Board of Directors have the appropriate availability to perform the duties entrusted to them. The Directors' other

activities, outside the business group to which Navigator belongs, do not impede their availability for performing their duties within the Navigator Group.

In addition to the activities listed in item 19, the directors also hold corporate office in other companies as detailed below:

João Nuno de Sottomayor Pinto de Castello Branco

Offices Held In Navigator Group Companies:

- > Chairman of the Board of Directors of The Navigator Company, S.A.
- > Chairman of the Executive Committee of The Navigator Company, S.A.¹¹
- > Chairman of the Board of Directors of Bosques do Atlântico, S.L.
- > Chairman of the Board of Directors of EMA21, S.A.¹²
- > Chairman of the Board of Directors of ENERPULP, S.A.
- > Chairman of the Board of Directors of Eucaliptusland – Sociedade de Gestão de Património Florestal, S.A.
- > Chairman of the Board of Directors of Navigator Added Value, S.A.¹³
- > Chairman of the Board of Directors of Navigator Brands, S.A.
- > Chairman of the Board of Directors of Navigator Navigator Financial Services SP. Z.O.O.
- > Chairman of the Board of Directors of Navigator Fine Paper, S.A.¹⁴
- > Chairman of the Board of Directors of Navigator International Holding, SGPS, S.A.
- > Chairman of the Board of Directors of Navigator North America, Inc.
- > Chairman of the Board of Directors of Navigator Paper Figueira, S.A.
- > Chairman of the Board of Directors of Navigator Paper Setúbal, S.A.
- > Chairman of the Board of Directors of Navigator Paper World, S.A.
- > Chairman of the Board of Directors of Navigator Parques Industriais, S.A.
- > Chairman of the Board of Directors of Navigator Participações Holding, SGPS, S.A.
- > Chairman of the Board of Directors of Navigator Pulp Aveiro, S.A.¹⁵
- > Chairman of the Board of Directors of Navigator Pulp Figueira, S.A.
- > Chairman of the Board of Directors of Navigator Pulp Setúbal, S.A.
- > Chairman of the Board of Directors of Navigator Tissue Aveiro, S.A.¹⁶
- > Chairman of the Board of Directors of Navigator Tissue Ródão, S.A.

Offices Held in Other Companies/Entities:

- > Chairman of the Board of Directors of APHELION, S.A.
- > Member of the General Council of AEM – Associação de Empresas Emitentes de Valores Cotados em Mercado.
- > Member of the Board of Directors of CIMIGEST, SGPS, S.A.
- > Chairman of the Board of Directors of SECIL – Companhia Geral de Cal e Cimento, S.A.
- > Chairman of the Board of Directors of SEMAPA NEXT, S.A.
- > Member of the Board of Directors and Chairman of the Executive Committee of SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.
- > Member of the Board of Directors of SODIM, SGPS, S.A.

¹¹ Office held until 31 December 2019.

¹² Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

¹³ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

¹⁴ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

¹⁵ Formerly called Navigator Pulp Cacia, S.A.

¹⁶ Formerly called Navigator Tissue Cacia, S.A.

António José Pereira Redondo

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of Bosques do Atlântico, S.L.
- > Member of the Board of Directors of EMA21, S.A.¹⁷
- > Member of the Board of Directors of Eucaliptusland – Sociedade de Gestão de Património Florestal, S.A.
- > Member of the Board of Directors of Added Value, S.A.¹⁸
- > Manager of Navigator Afrique Du Nord, SARLAU.
- > Member of the Board of Directors of Navigator Brands, S.A.
- > Member of the Board of Directors of Navigator Deutschland, GMBH.
- > Chairman of the Board of Directors of Navigator Eurasia Kagit Ve Kagit Ürünleri Sanayi Ve Ticaret Anonim Sirke.
- > Member of the Board of Directors of Navigator Financial Services SP. Z O.O.
- > Member of the Board of Directors of Navigator Fine Paper, S.A.¹⁹
- > Chairman of the Board of Navigator France, SAS.
- > Member of the Board of Directors of Navigator International Holding, SGPS, S.A.
- > Member of the Management of Navigator International Trading, GMBH.
- > Chairman of the Board of Directors of Navigator Itália, S.R.L.
- > Chairman of the Board of Directors of Navigator Middle East Trading DMCC.
- > Chairman of the Board of Directors of Navigator Netherlands B.V.
- > Member of the Board of Directors of Navigator North America, Inc²⁰
- > Member of the Board of Directors of Navigator Paper Austria GMBH.
- > Member of the Board of Directors of Navigator Paper, UK, Ltd.
- > Chairman of the Board of Directors of Navigator Paper España, S.A.
- > Member of the Board of Directors of Navigator Paper Figueira, S.A.
- > Member of the Board of Directors of Navigator Paper Setúbal, S.A.²¹
- > Manager of Navigator México S. De R.L. De C.V.
- > Member of the Board of Directors of Navigator Parques Industriais, S.A.
- > Member of the Board of Directors of Navigator Participações Holding, SGPS, S.A.
- > Chairman of the Management of Navigator Poland Paper Spółka Z Ograniczona Odpowiedzialnoscia.
- > Member of the Board of Directors of Navigator Pulp Aveiro, S.A.²²
- > Member of the Board of Directors of Navigator Pulp Figueira, S.A.
- > Member of the Board of Directors of Navigator Pulp Setúbal, S.A.
- > Member of the Board of Directors of Navigator Rus Company, LLC.
- > Member of the Board of Directors of Navigator Paper World, S.A.
- > Member of the Board of Directors of Navigator Tissue Aveiro, S.A.²³
- > Member of the Board of Directors of Navigator Tissue Ródão, S.A.
- > Member of the Board of Directors and member of the Executive Committee of The Navigator Company, S.A.²⁴

Offices Held in Other Companies/Entities:

- > On 31 December 2019, he did not perform functions in other companies/entities.

Adriano Augusto da Silva Silveira

Offices Held In Navigator Group Companies:

- > Chairman of the Board of RAIZ – Instituto de Investigação da Floresta e do Papel
- > Member of the Board of Directors of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Member of the board of APIGEE representing The Navigator Company, S.A.
- > Member of the Advisory Board of APCER – Associação Portuguesa de Certificação

¹⁷ Company incorporated in Navigator Pulp Figueira, S.A. on 30 December 2019.

¹⁸ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

¹⁹ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

²⁰ Served as Chairman of the Board of Directors until 28 June 2019, having started as a Member after that date.

²¹ Formerly called About The Future – Empresa Produtora de Papel, S.A.

²² Formerly called Navigator Pulp Cacia, S.A.

²³ Formerly called Navigator Tissue Cacia, S.A.

²⁴ Served as a member of the Executive Committee until 31 December 2019, having started the functions of Chairman after that date.

João Paulo Araújo Oliveira

Offices Held In Navigator Group Companies::

- > Chairman of the Board of Directors of Arboser – Serviços Agro-Industriais, S.A.²⁵
- > Member of the Board of Directors of Bosques do Atlântico, S.L.
- > Member of the Board of Directors of EMA21, S.A.²⁶
- > Member of the Board of Directors of Enerpulp – Cogeração Energética de Pasta, S.A.²⁷
- > Member of the Board of Directors of Eucaliptusland – Sociedade de Gestão de Património Florestal, S.A.
- > Member of the Board of Directors of Navigator Added Value, S.A.²⁸
- > Member of the Board of Directors of Navigator Brands, S.A.
- > Member of the Board of Directors of Navigator Financial Services SP Z.O.O.
- > Member of the Board of Directors of Navigator Fine Paper, S.A.²⁹
- > Member of the Board of Directors of Navigator International Holding, SGPS, S.A.
- > Member of the Board of Directors of Navigator North America, INC.
- > Member of the Board of Directors of Navigator Paper Figueira, S.A.³⁰
- > Member of the Board of Directors of Navigator Paper Setúbal, S.A.³¹
- > Member of the Board of Directors of Navigator Parques Industriais, S.A.
- > Member of the Board of Directors of Navigator Participações Holding, SGPS, S.A.
- > Member of the Board of Directors of Navigator Pulp Aveiro, S.A.³²
- > Member of the Board of Directors of Navigator Pulp Figueira, S.A.
- > Member of the Board of Directors of Navigator Pulp Setúbal, S.A.
- > Member of the Board of Directors of Navigator Paper World, S.A.
- > Member of the Board of Directors of Navigator Tissue Aveiro, S.A.³³
- > Member of the Board of Directors of Navigator Tissue Ródão, S.A.
- > Member of the Board of Directors of Pulpchem Logistics, ACE.
- > Member of the Board of Directors and member of the Executive Committee of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Member of the General Council of CELPA – Associação da Indústria Papeleira, as representative of Navigator Paper Setúbal, S.A.
- > Member of the General Council of Universidade de Aveiro
- > Member of the Advisory Board of AICEP
- > Member of the Supervisory Board of Fraunhofer Institute in Portugal

²⁵ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

²⁶ Served as Chairman of the Board of Directors until 29 April 2019, having started as a Member after that date. Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

²⁷ Served as Chairman of the Board of Directors until 29 April 2019, having started as a Member after that date.

²⁸ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

²⁹ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

³⁰ Served as Chairman of the Board of Directors until 29 April 2019, having started as a Member after that date.

³¹ Formerly called The Future – Empresa Produtora de Papel, S.A.

³² Formerly called Navigator Pulp Cacia, S.A.

³³ Formerly called Navigator Tissue Cacia, S.A.

José Fernando Morais Carreira de Araújo

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of Bosques do Atlântico, S.L.³⁴
- > Member of the Board of Directors of Eucaliptusland – Sociedade de Gestão de Património Florestal, S.A.
- > Member of the Board of Directors of EMA21, S.A.³⁵
- > Member of the Board of Directors of ENERPULP, S.A.
- > Member of the Board of Directors of Navigator Added Value, S.A.³⁶
- > Member of the Board of Directors of Navigator Africa, S.R.L.
- > Manager of Navigator Afrique du Nord, SARLAU.
- > Member of the Board of Directors of Navigator Brands, S.A.
- > Member of the Board of Directors of Navigator Deutschland, GMBH.
- > Vice-Chairman of the Board of Directors of Navigator Eurasia Kagit Ve Kagit Ürünleri Sanayi Ve Ticaret Anonim Sirketi.
- > Member of the Board of Directors of Navigator Financial Services SP Z.O.O.
- > Member of the Board of Directors of Navigator Fine Paper, S.A.³⁷
- > Director-General of Navigator France, SAS.³⁸
- > Member of the Board of Directors of Navigator International Holding, SGPS, S.A.
- > Chairman of the Management Board of Navigator International Trading, GMBH.
- > Member of the Board of Directors of Navigator Itália, S.R.L.
- > Member of the Board of Directors of Navigator Middle East Trading, D.M.C.C.
- > Member of the Board of Directors of Navigator Netherlands, B.V.
- > Member of the Board of Directors of Navigator North America, Inc.³⁹
- > Member of the Board of Directors of Navigator Paper Austria, GMBH.
- > Member of the Board of Directors of Navigator Paper UK, Ltd.
- > Member of the Board of Directors of Navigator Paper España, S.A.
- > Member of the Board of Directors of Navigator Paper Figueira, S.A.
- > Member of the Board of Directors of Navigator Paper Setúbal, S.A.⁴⁰
- > Manager of Navigator México S. De R.L. De C.V.
- > Member of the Board of Directors of Navigator Parques Industriais, S.A.
- > Member of the Board of Directors of Navigator Participações Holding, SGPS, S.A.
- > Member of the Management Council of Navigator Poland Paper Spółka Z Ograniczona Odpowiedzialnoscia.
- > Member of the Board of Directors of Navigator Pulp Aveiro, S.A.⁴¹
- > Member of the Board of Directors of Navigator Pulp Figueira, S.A.
- > Member of the Board of Directors of Navigator Pulp Setúbal, S.A.
- > Member of the Board of Directors of Navigator Rus Company, LLC.
- > Member of the Board of Directors of Navigator Paper World, S.A.
- > Member of the Board of Directors of Navigator Tissue Aveiro, S.A.⁴²
- > Member of the Board of Directors of Navigator Tissue Iberica, S.A.
- > Member of the Board of Directors of Navigator Tissue Ródão, S.A.
- > Member of the Board of Directors of Portucel Moçambique – Sociedade de Desenvolvimento Florestal e Industrial.
- > Member of the Board of Directors of and member of the Executive Committee of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Chairman of the Board of the General Meeting of CELPA – Associação da Indústria Papeleira.
- > Member of the Board of AFP – Associação Fiscal Portuguesa.

³⁴ Served as Chairman of the Board of Directors until 10 April 2019, having started as a Member after that date.

³⁵ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

³⁶ Served as Chairman of the Board of Directors until 29 April 2019, having started as a Member after that date. Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

³⁷ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

³⁸ Served as Director of the Board until 29 June 2019, having started as Director-General after that date.

³⁹ Served as Vice-Chairman of the Board of Directors until 28 June 2019, having started as a Member after that date.

⁴⁰ Formerly called About The Future – Empresa Produtora de Papel, S.A.

⁴¹ Formerly called Navigator Pulp Cacia, S.A.

⁴² Formerly called Navigator Navigator Tissue Cacia, S.A.

José Miguel Pereira Gens Paredes

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of The Navigator Company, S.A.⁴³

Offices Held in Other Companies/Entities:

- > Chairman of the Board of Directors of ABAPOR – Comércio e Indústria de Carnes, S.A.
- > Member of the Board of Directors of APHELION, S.A.
- > Member of the Board of Directors of Aprovechamiento Integral de Subproductos Ibéricos, S.A.
- > Manager of BIOLOGICAL – Gestão de Resíduos Industriais, Lda.
- > Chairman of the Board of Directors of CELCIMO, S.L.⁴⁴
- > Chairman of the Board of Directors of ETSA – Investimentos, SGPS, S.A.
- > Chairman of the Board of Directors of ETSA LOG, S.A.
- > Chairman of the Board of Directors of I.T.S. – Indústria Transformadora de Subprodutos, S.A.
- > Chairman of the Board of Directors of SEBOL – Comércio e Indústria de Sebo, S.A.
- > Member of the Board of Directors of and member of the Executive Committee of SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.
- > Member of the Board of Directors of SEMAPA NEXT, S.A.
- > Member of the Board of Directors of CIMIGEST, SGPS, S.A.
- > Chairman of the Board of Directors of CIMO – Gestão de Participações, SGPS S.A.
- > Member of the Board of Directors of SECIL – Companhia Geral de Cal e Cimento, S.A.
- > Member of the Board of Directors of SODIM, SGPS, S.A.
- > Member of the Board of Directors of SONAGI, SGPS, S.A.

Manuel Soares Ferreira Regalado

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > On 31 December 2019, he did not perform functions in other companies/entities.

Maria Teresa Aliu Presas

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Member of the Advisory Board of the World Bioeconomy Forum.
- > Senior Consultant at Magellan Association.
- > Advisor in the European Women on Boards Programme by Partner PriceWaterhouseCoopers & Associados SROC, Lda.

Mariana Rita Antunes Marques dos Santos Belmar da Costa

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Director at MSCINCO – Participações e Gestão, S.A.
- > Manager of Casal dos Netos – Actividades Imobiliárias e Turismo, Lda.
- > Member of the Board of Directors of NBC Medical, S.A.

⁴³ Office held until 29 Fevereiro 2019.

⁴⁴ Served as a Member of the Board of Directors until 31 January 2019, having started as Chairman after that date.

Nuno Miguel Moreira de Araújo Santos

Offices Held In Navigator Group Companies:

- > Chairman of the Board of Directors of Atlantic Forest – Comércio de Madeiras, S.A.
- > Member of the Board of Directors of Bosques do Atlântico, S.L
- > Member of the Board of Directors of EMA21, S.A.⁴⁵
- > Member of the Board of Directors of ENERPULP, S.A.
- > Member of the Board of Directors of Eucaliptusland – Sociedade de Gestão de Património Florestal, S.A.
- > Member of the Board of Navigator Abastecimento de Madeira, ACE.
- > Member of the Board of Directors of Navigator Added Value, S.A.⁴⁶
- > Chairman of the Board of Directors of Navigator Africa, S.R.L.
- > Member of the Board of Directors of Navigator Brands, S.A.
- > Member of the Board of Directors of Navigator Financial Services SP Z.O.O.
- > Member of the Board of Directors of Navigator Fine Paper, S.A.
- > Chairman of the Board of Directors of Navigator Forest Portugal, S.A.
- > Member of the Board of Directors of Navigator International Holding, SGPS, S.A.
- > Member of the Board of Directors of Navigator North America, INC.
- > Member of the Board of Directors of Navigator Paper Figueira, S.A.
- > Member of the Board of Directors of Navigator Paper Setúbal, S.A.⁴⁷
- > Member of the Board of Directors of Navigator Parques Industriais, S.A.
- > Member of the Board of Directors of Navigator Participações Holding, SGPS, S.A.
- > Member of the Board of Directors of Navigator Pulp Aveiro, S.A.⁴⁸
- > Member of the Board of Directors of Navigator Pulp Figueira, S.A.
- > Member of the Board of Directors of Navigator Pulp Setúbal, S.A.
- > Member of the Board of Directors of Navigator Paper World, S.A.¹³
- > Member of the Board of Directors of Navigator Tissue Aveiro, S.A.⁴⁹
- > Chairman of the Board of Directors of Navigator Tissue Iberica, S.A.
- > Member of the Board of Directors of Navigator Tissue Ródão, S.A.
- > Chairman of the Board of Directors of Portucel Moçambique – Sociedade de Desenvolvimento Florestal e Industrial, S.A.
- > Chairman of the Board of Directors of Sociedade de Vinhos da Herdade de Espirra – Produção e Comercialização de Vinhos, S.A.
- > Chairman of the Board of Directors of Viveiros Aliança – Empresa Produtora de Plantas, S.A.
- > Member of the Board of Directors of and member of the Executive Committee of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Member of the General Council of CELPA – Associação da Indústria Papeleira, as representative of Navigator Forest Portugal, S.A. and of Navigator Pulp Aveiro, S.A.

Ricardo Miguel dos Santos Pacheco Pires

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Member of the Board of Directors of APHELION, S.A.
- > Member of the Board of Directors of SEMAPA NEXT, S.A.
- > Member of the Board of Directors of CIMIGEST, SGPS, S.A.
- > Member of the Board of Directors of CIMO – Gestão de Participações, SGPS S.A.
- > Member of the Board of Directors of PYRUS AGRICULTURAL LLC.
- > Member of the Board of Directors of PYRUS INVESTMENTS LLC.
- > Member of the Board of Directors of PYRUS REAL ESTATE LLC.
- > Member of the Board of Directors of SECIL – Companhia Geral de Cal e Cimento, S.A.
- > Member of the Board of Directors and member of the Executive Committee of SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.
- > Member of the Board of Directors of SODIM, SGPS, S.A.
- > Member of the Board of Directors of UPSIS S.A.

⁴⁵ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

⁴⁶ Company acquired by Navigator Pulp Figueira, S.A. on 30 December 2019.

⁴⁷ Formerly called About The Future – Empresa Produtora de Papel, S.A.

⁴⁸ Formerly called Navigator Pulp Cacia, S.A.

⁴⁹ Formerly called Navigator Tissue Cacia, S.A.

Sandra Maria Soares Santos

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Chairman of the Board of Directors of MOLDIN, S.A.
- > Chairman of the Board of Directors of Barbosa & Almeida, SGPS, S.A.
- > Chairman of the Board of Directors of BA Vidro II, SGPS, S.A.
- > Chairman of the Board of Directors of BA Glass Packaging, S.A.
- > Manager of Artividro, Lda.
- > Member of the Board of Directors of BA Glass I – Serviços de Gestão e Investimentos, S.A.
- > Member of the Board of Directors of BA Glass Portugal, S.A.
- > Chairman of the Board of Directors of BA Glass Spain, S.A.U.
- > Chairman of the Board of Directors of BA - Vidrio Distribución y Comercialización de Envases de Vidrio, S.A.
- > Chairman of the Board of Directors of Minas de Valdeastillo, S.A.U.
- > Chairman of BA Glass Germany, GmbH.
- > Chairman of BA Glass Poland, Sp. z.o.o.
- > Chairman of the Board of Directors of BA Glass Bulgaria, S.A.
- > Chairman of the Board of Directors of BA Glass Romania, S.A.
- > Managing Director of BA Glass Romania, S.A.
- > Director of Land International Property Limited.
- > Director of Bareck Overseas Limited.
- > Director of Beluxen Entreprises Limited.
- > Director of Chelianda Estates Limited.
- > Director of GlassInvest Limited.
- > Director of MGL Mediterrean Glass Limited.
- > Director of Ivaglass Manufacturers Limited.
- > Chairman of the Board of Directors of BA Glass Greece, S.A.
- > Director of Hellenic Glass Recycling and Waste Treatment, Ltd.

Vítor Manuel Rocha Novais Gonçalves

Offices Held In Navigator Group Companies:

- > Member of the Board of Directors of The Navigator Company, S.A.

Offices Held in Other Companies/Entities:

- > Member of the Board of Directors of BELDEVELOPMENT, S.A.
- > Member of the Board of Directors of EXTRARESEARCH, SGPS, S.A.
- > Manager of MAGALHÃES e GONÇALVES – Consultoria e Gestão, Lda.
- > Director of QUALQUER PONTO – Sociedade Imobiliária, S.A.
- > Manager of QUALQUER PRUMO – Sociedade Imobiliária, Lda.
- > Member of the Board of Directors of SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.
- > Manager of VANGUARDINTEGRAL, Lda.
- > Member of the Board of Directors of VRES – Vision Real Estate Solutions, S.A.
- > Member of the Board of Directors of ZOOM INVESTMENT, SGPS, S.A.
- > Member of the Board of Directors of ZOOM INVESTMENT TURISMO, S.A.
- > Member of the Board of Directors of 2FOR VENTURE, SGPS, S.A.

The Rules of Procedure of the Board of Directors (article 24) regulates the exercise of other administrative functions in entities outside the business group to which the Company belongs, by Executive and Non-Executive Directors. Thus, under the terms of the Board of Directors' regulations approved in December 2018, the directors who are part of the Executive Committee cannot perform executive management functions in entities outside the business group to which the company belongs, unless the activity of these entities is considered ancillary or complementary to the group's activity or does not imply a significant expenditure of time, and executive directors shall not hold positions in other companies that do not meet the aforementioned criteria.

The same Rules of Procedure provide that directors who are not on the Executive Committee can serve as directors (executive or non-executive) in entities outside the business group in which the company is integrated whenever they do not pertain to companies that perform an activity that competes with that of the company or companies held directly or indirectly thereby. The Chairman of the Board of Directors must be informed prior to the start of such duties. Non-executive directors of the company shall not perform duties in other companies that do not fulfil the aforementioned requirements.

C) COMMITTEES BELONGING TO THE MANAGEMENT OR SUPERVISORY BODIES AND MANAGING DIRECTORS

27. Identification of committees set up by the Board of Directors, the General and Supervisory Board and the Executive Committee, as the case may be, and place where the rules of procedure may be consulted.

The following committees report to the Company's Board of Directors:

- Executive Committee
- Corporate Governance Committee
- Sustainability Forum
- Pension Fund Supervisory Board
- Property Risks Analysis and Monitoring Committee
- Ethics Committee
- Environmental Board (instituted by the Articles of Association)
- Remuneration Committee

- Nominations and Assessments Committee

The Operating Rules of these Committees make reference to their respective powers, presidency, meeting frequency, functioning and duties of the members, with detailed minutes of their meetings drawn up, available at the Company's website at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade>.

The composition and number of annual meetings of internal committees are published at the Company's website at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade>.

In accordance with their respective Operating Rules, Internal Committees must ensure a timely and adequate flow of information, from their respective meeting notices and minutes, as required to exercise the powers under the law and Articles of Association of each of the remaining boards and committees.

28. Composition, if applicable, of the Executive Committee and/or identification of the Managing Director(s).

On 31 December 2019, the Executive Committee comprised the following Directors:

Chairman

- João Nuno de Sottomayor Pinto de Castello Branco⁵⁰

Members

- António José Pereira Redondo⁵¹
- José Fernando Morais Carreira de Araújo
- Nuno Miguel Moreira de Araújo Santos
- João Paulo Araújo Oliveira

29. Indication of the powers of each of the committees created and summary of the activities carried on the exercise of these responsibilities.

Executive Committee

The powers of the Executive Committee are described in item 21 of this report.

The Executive Committee is the Company's executive management body and has performed its duties by exercising the powers entrusted to it by the Board of Directors. This Committee meets regularly and whenever required by the evolution of the Company's affairs and to monitor its business

⁵⁰ Ceased to serve as Chairman of the Executive Committee on 31 December 2019.

⁵¹ Started as Chairman of the Executive Committee on 1 January 2020.

activities; a total of 42 meetings were held in 2019. In addition to the members of the Executive Committee, whenever the matters so justify, Non-Executive Directors and Group Companies are present at these meetings and members of the various Navigator Boards.

Corporate Governance Committee

The Corporate Governance Committee comprises of three members: Mariana Marques dos Santos, Manuel Regalado and António Neto Alves.

The Corporate Governance Committee oversees application of the Company's corporate governance rules and the Code of Ethics and Conduct, with the following specific responsibilities:

- a) To assist the Board of Directors when so required by it, assessing and submitting to it proposals for strategic guidelines in the field of corporate responsibility;
- b) To constantly monitor and oversee matters related to corporate governance, social responsibility, the environment and ethics; the business sustainability of the Navigator Group, Internal Codes of Ethics and systems for evaluating and resolving conflicts of interest, namely with regard to relationships between the Company and its shareholders or other stakeholders.

In the exercise of its responsibilities, the Corporate Governance Committee is required in particular:

- a) To submit to the Board of Directors the corporate governance policy to be adopted by the Company;
- b) To monitor, review and assess the adequacy of the Company's governance model and its consistency with national and international recommendations, standards and best practice in the field of corporate governance, addressing to the Board of Directors the recommendations it sees fit to this end;
- c) To propose and submit to the Board of Directors changes to the Company's corporate governance model, including to the organisational structure, functioning, responsibilities and rules of procedure of the Board of Directors;
- d) To monitor the Company's corporate links with the organisational structure of the other companies in the Navigator Group;

- e) To oversee compliance with and the correct application of the principles and rules relating to corporate governance contained in law, regulations and the articles of association, in coordination with the activities of the Board of Directors, the Executive Committee, the Official Auditor and the External Auditor, sharing and requesting the exchange of information necessary for this purpose;
- f) To define the parameters of the Company's governance report to be included in its annual Report and Accounts;
- g) To monitor the work of the Ethics Committee and the activities of the divisions of Navigator Group companies relating to matters within the scope of its responsibilities;
- h) To monitor on an ongoing basis, assess and supervise internal procedures relating to matters of conflicts of interest, and also the effectiveness of the systems for assessment and resolution of conflicts of interest;
- i) To give its opinion on transactions between the Company and its Directors, and also between the Company and its shareholders, whenever materially relevant;
- j) Whenever so requested by the Board of Directors, to issue opinions on the application to the Company's statutory bodies of the rules on incompatibility and independence;
- k) To further and strengthen the operation of the Company as a sustainable undertaking, gaining it recognition for this, both internally and externally;
- l) To ensure compliance, by the members of the Board of Directors and other persons concerned, of the securities market rules applicable to their conduct;
- m) To develop a transversal strategy of corporate sustainability, integrated and consistent with the Company's strategy;
- n) To promote, develop and supervise the internal measures required for the Company to achieve sustained growth, as regards the business, environmental and social aspects of its operations;
- o) To prepare and monitor decision-making by statutory bodies and committees on matters relating to corporate

governance and sustainability or which give rise to conflicts of interest between the Company, shareholders and officers;

- p) To monitor inspections conducted by the Portuguese Securities Market Commission (CMVM) in relation to corporate governance issues.

In 2019, the Commission held two meetings in which the following topics were analysed: Analysis of the Corporate Governance Report for 2018; Analysis of the evaluation conducted by the Executive Committee for Follow-up and Monitoring (CEAM), regarding the compliance with the Corporate Governance Code of the Portuguese Institute of Corporate Governance (IPCG), with reference to the period of 2018; and the elaboration of a Proposal, to be submitted to the Board of Directors, regarding the review and implementation of internal documents on corporate governance, following the monitoring and evaluation of the degree of compliance with the Corporate Governance Code by the Company. The purpose of the proposal was, namely: (a) the revision of the Regulations on Conflicts of Interest and Transactions with Related Parties and (b) the revision of the Internal Regulations of the Appointments and Appraisals Committee.

Sustainability Forum

In recognition of the fundamental role of sustainability in its strategic development, in 2015 the Navigator Group created the Sustainability Forum.

The main aim of the Forum is to allow the Navigator Group to work hand-in-hand with experts and leaders within its sphere of activity, from NGOs and universities to social and labour organisations as well as clients and suppliers.

It is an initiative aimed at strengthening dialogue with its main stakeholders, encouraging proactive listening and discussion on topics relevant to the Company and to society.

The Sustainability Forum meets twice per year: one session dedicated to Permanent Members, and another session extended to various stakeholders. The sessions have a core topic to be discussed and explored in greater depth, helping to shape corporate and strategic policies on matters involving social and environmental responsibility, thereby enabling platforms of understanding and cooperation between the Navigator Group and its main stakeholders.

The Sustainability Forum comprises External Members and Internal Members from the Navigator Group, and is chaired by the Chief Executive Officer, João Castello Branco, with Manuel Gil Mata as General Secretary.

In addition to the Chairman and the General Secretary, the Internal Members are the members of the Executive Committee, the members of the Environmental Board and the Senior Consultants of the Company for the purpose appointed by the Executive Committee.

In 2019, the following participated as Internal Members: Diogo da Silveira (Chairman of the Executive Committee until 09.04.2019), Manuel Regalado (General Secretary), António Redondo, Fernando Araújo, Nuno Santos and João Paulo Oliveira, in the Executive Committee, Adriano Silveira, in the Board of Directors, Fernando Santana, Casimiro Pio, Maria da Conceição Cunha, Margarida Tomé e Joaquim Poças, in the Environmental Board.

In the same year, its executive members - key personalities tied to the activities of the Company's main stakeholders - were, Filipe Duarte Santos, João Proença (until 22.02.2019), Jorge Loureiro (until 22.02.2019), José Júlio Norte, Luís Neves da Silva, Margarida Santos-Reis (until 22.02.2019), Nuno Ribeiro da Silva (until 22.02.2019), Rosário Alves, Teresa Presas, Tito Rosa (until 22.02.2019), Winfried Brüeggmann, Cristina Tomé, Manuel Martins, Vitor Bento and Francisco Gomes da Silva.

The Forum had two sessions in 2019. The first, held on 29 May 2019, was aimed exclusively at Permanent Members and was intended to share the main themes of The Navigator Company's sustainability agenda and the most relevant indicators of 2018, which show progress in crucial areas for the Company and the Partnership, as is the case with carbon neutrality ("Navigator Roadmap to a Carbon Neutral Company" until 2035).

The second meeting, held on 8 October, was dedicated to the theme "Building a Carbon-Neutral Future", and was attended by 250 participants from various areas.

Pension Fund Supervisory Board

The current Pension Fund Supervisory Board was appointed in 2016. The members are António Cunha Reis, João Ventura and Manuel Arouca, and two representatives of the fund beneficiaries, Alberto Vale Rego and Fernando Dias Amaral.

The committee's responsibilities include checking compliance with the rules applicable to the pension plan and to the management of the respective pension fund, issuing opinions on proposals for transferring management and other significant changes in the contractual arrangements for the fund and its management, and on the winding up of the pension fund or of part thereof.

In 2019, the Pension Fund Supervisory Board held three meetings in which, among other topics, the changes to the constitutive contract of the Pension Fund and the performance of the financial assets of the Pension Fund were analysed.

Property Risks Analysis and Monitoring Committee

The Company has a Property Risks Analysis and Monitoring Committee, coordinated by the directors responsible for financial affairs, risk and assets, respectively Fernando Araújo and João Paulo Oliveira. The Committee also comprises of the Plant Managers, who on 31 December 2019 were Pedro Silva, José Nordeste, Alexandre Vale and Joaquim Belfo, the Environment and Energy Director, Óscar Arantes, the Financial Director, Manuel Arouca, and the Risk Management Director, Gonçalo Veloso de Sousa. Meetings have also been regularly attended by Alexandra Fernandes, the manager responsible for the operations of Empremedia.

This committee meets whenever necessary to give its opinion on systems for preventing property risk in effect at the Company, mainly measures taken to address recommendations from inspections performed by reinsurers, as well as give its opinion on the suitability of the scope, type of coverages and insured values purchased by the Navigator Group; to discuss and issue opinions or recommendations on policies, procedures, significant risks, risk limits and extraordinary situations in terms of property risk; and to monitor and keep track of the most significant risks involving property, in close connection with the risk governance system in effect at the Navigator Group.

In 2019, the Property Risk Analysis and Monitoring Committee held two meetings, one on 27 June and the other on 5 December, having analysed various topics, namely, a review of recommendations after 2019 risk analyses and pending recommendations from previous years; identification and quantification of claims in the last ten years (2010-2019), reflection

on Navigator's retention and risk policy for 2020; and the capital to be insured in 2020.

Environmental Board

In view of the specific nature of the Group's business and the corresponding environmental concerns, in 2008 the Board of Directors decided to set up an Environmental Board to monitor and issue its opinion on environmental aspects of the Company's operations, and to make recommendations concerning the environmental impact of its main projects, paying special attention to legal requirements, licensing terms and the Navigator Group's policy in this area. The Environmental Board is currently comprised of four members: Fernando Santana (Chairman), Casimiro Pio, Maria da Conceição Cunha, Maria Margarida Tomé and Joaquim Poças Martins, all independent academic personalities of known scientific and technical expertise, particularly in the most important domains of the environmental concerns of the Navigator Group as it is currently configured.

The Environmental Board is in direct contact with the Navigator Group's business world through meetings held at its industrial facilities, main forest plantations and its research institute, "RAIZ".

In the course of 2018, the Environmental Board held two meetings, where the following topics were addressed:

- a) Environmental status of Industrial Activities at the Navigator Group's manufacturing facilities;
- b) The new titles for the use of water resources;
- c) The environmental impact of the PO3 project at the Figueira da Foz pulp mill;
- d) Project to reduce water consumption in Figueira da Foz;
- e) Neutral capital and biodiversity.

Nominations and Assessments Committee

In 2018, the Company established an Appointments and Appraisals Committee. In 2019 the commission included three board members, João Castello Branco, Adriano Silveira and Manuel Regalado. In 2019, the functions of this Commission were increased and it included four members: João Nuno de Sottomayor Pinto de Castello Branco

(Chairman), Ricardo Miguel dos Santos Pacheco Pires, Mariana Rita Antunes Marques dos Santos Belmar da Costa and Vítor Paulo Paranhos Pereira.

In accordance with its Rules of Procedure, the Appointments and Appraisals Committee is in charge of monitoring and supporting appointments to the management staff for the Company and the Navigator Group, as well as evaluating the performance of the same managers.

In the performance of its duties, and without prejudice to other powers attributed to it by the Company's Board of Directors, the Appointments and Appraisals Committee is particularly responsible for the governing bodies:

a) In terms of appointments:

- i. Assist the Board of Directors in identifying and assessing the adequacy of the profile, knowledge, and curriculum of members of the governing bodies to be designated, namely, the appointment by co-option for the performance of functions of member of the Board of Directors of the Company, as well as, in the choice of administrators who will perform executive functions;
- ii. Make its terms of reference available and induce, to the extent of its competencies, transparent selection processes that include effective mechanisms for identifying potential candidates, through which the ones with the greatest merit are selected, that are best suited to the job requirements and promote, within the organisation, adequate diversity including gender;
- iii. Whenever considered convenient, know and monitor the selection processes of potential candidates for the performance of executive management functions in subsidiaries of the Group, in the cases where the Company intends to present the respective elective proposal.

b) In terms of appraisals:

- i. To monitor the management's performance evaluation and remuneration attribution system;

- ii. To comment on the proposals for individual annual performance evaluation of the members of the Executive Committee, issued by the respective Chairman, and on the latter, issued by the Chairman of the Board of Directors;

- iii. To monitor the overall assessment of the performance of the Board of Directors, as a body, taking into account compliance with the Company's strategic plan and budget, risk management, its internal functioning and the contribution of each member.

In addition to other functions that are expressly assigned to it by the Board of Directors, the Appointments and Appraisals Committee is responsible, especially with regard to the remaining management staff, to:

- (a) Monitor and issue recommendations on the Group's internal talent management policies and procedures;
- (b) Periodically assess the need and availability of talent at the Group level and recommend appropriate actions to ensure the Group's capacity to respond to the challenges that arise, namely to monitor and issue recommendations on internal policies and procedures related to selection, hiring, remuneration, evaluation remuneration and incentives policies, as well as the succession plan for the management staff, and formulate the recommendations that it considers appropriate.

The Appointments and Appraisals Committee is comprised of three to seven members, including a majority of Directors without executive functions, one of which will be Chairman, designated by the Board of Directors for a four-year term coinciding with the term of office of the Board of Directors.

Due to the members that integrate it and their competences, in terms of remuneration, performance evaluation and appointments, the existence of this Committee reflects the adherence to Recommendation III.9 of the IPCG Corporate Governance Code.

III. Auditing

(Audit Board, Audit Committee or General and Supervisory Board)

A) COMPOSITION*

30. Identification of the supervisory body (Audit Board, Audit Committee or General Supervisory Board) corresponding to the model adopted.

Under the single-tier management model adopted, the Company's supervisory body is the Audit Board.

31. Composition, as applicable, of the Supervisory Board, the Audit Committee, the General and Supervisory Board or the Committee for Financial Affairs, indicating the minimum and maximum numbers of members and duration of their term of office, as established in the Articles of Association, number of full members, date of first appointment and end date of the term of office of each member; reference may be made to the item in the report where this information is contained in accordance with paragraph 18.

In 2019, the Company's Audit Board had the following members:

Chairman

- José Manuel Oliveira Vitorino

Full Members

- Gonçalo Nuno Palha Gaio Picão Caldeira
- Maria da Graça Torres Ferreira da Cunha Gonçalves

Alternate Member

- Ana Isabel Moraes Nobre de Amaral Marques

In accordance with the Articles of Association, the Company's Audit Board comprises of three full members, one of whom is Chairman, and two alternate members, elected by the General Meeting for four-year terms in office.

The current members of the Audit Board were appointed for the current term, from 2019 to 2022, at the General Meeting held on 9 April 2019, at which the members of Navigator's governing bodies were elected.

Dr. José Manuel Oliveira Vitorino was elected as alternate member on 29 April 2015. On 2

July 2015, Dr. José Manuel Oliveira Vitorino took the position of full member of the Audit Board for the 2015-2018 term of office, replacing full member Duarte Nuno d'Orey da Cunha following his resignation. In the ordinary General Meeting of 19 April 2016, Dr. José Manuel de Oliveira Vitorino was appointed as a full member of the Supervisory Board, until the end of the current term of office of the other members of statutory bodies. However, since the composition of Navigator's Supervisory Board and its majority shareholder Semapa - Sociedade de Investimento e Gestão, SGPS, S.A. have been coinciding; since an election was held in 2018 for the 2018-2022 term of office of the Semapa Audit Board, thereby changing its composition; and given the intent expressed by the Chairman of the Audit Board, Dr. Miguel Camargo de Sousa Eiró, to also resign from Navigator in the General Meeting of 23 May 2018, Dr. José Manuel Oliveira Vitorino, previously a full member of the Audit Board, was appointed to the position of Chairman of the Audit Board until the end of the current term of office of other members of statutory bodies. He was elected Chairman of the Audit Board on 9 April 2019 for the term of 2019 to 2022.

Dr. Gonçalo Nuno Palha Gaio Picão Caldeira was elected as a full member of the Audit Board for the first time with effect as from the start of the term running from 2007 to 2010 and was re-elected for the terms from 2011 to 2014, 2015 to 2018 and 2019 to 2022.

Dr. Maria da Graça Torres Ferreira da Cunha Gonçalves was appointed a full member of the Audit Board in the General Meeting on 23 May 2018, until the end of the current term of office of the other members of statutory bodies, having been re-elected for the 2019-2022 term.

Dr. Ana Isabel Moraes Nobre de Amaral Marques was appointed as alternate member of the Audit Board on 19 April 2016, until the end of the current term of office of the other members of statutory bodies, having been re-elected for the 2019-2022 term.

The Company believes that the number of members of the Audit Board is perfectly adequate in view of its size and the complexity of risks inherent to its activity, efficiently ensuring the duties entrusted to them.

* over the reporting period

32. Identification, as applicable, of the members of the Audit Board, the Audit Committee, the General and Audit Board or the Committee for Financial Affairs who are deemed independent, in accordance with article 414 (5) of the Companies Code; reference may be made to the item in the report where this information is contained in accordance with item 19.

The Company considers that all the members of the Audit Board at 31 December 2018 can be regarded as independent, on the terms defined in article 414 (5) of the Companies Code.

33. Professional qualifications, as applicable, of each of the members of the Audit Board, the Audit Committee or the General and Supervisory Board or the Committee for Financial Affairs and other relevant biographical details; reference may be made to the item in the report where this information is contained in accordance with item 21.

José Manuel Oliveira Vitorino

(Chairman of the Audit Board)

José Manuel Vitorino graduated in business administration and organisation from the University of Lisbon's Instituto Superior de Economia. He is qualified as a statutory auditor, and in the executive training programme of Universidade Nova de Lisboa. He lectured at the Faculty of Economics, University of Coimbra, where he remained until 1980, having then joined PricewaterhouseCoopers, where he divided his time between audit and financial consultancy work, both in Portuguese and foreign companies and groups, and also on projects where he worked with international teams. After several years as a partner, he left PricewaterhouseCoopers in 2013, as he reached the age limit for his position. He also served as Chairman of the Audit Board of Novo Banco, S.A. until 2017 and currently serves as a member of the Audit Board of ANA - Aeroportos de Portugal, S.A. He has served as a member of the Audit Board of The Navigator Company since 2015 and that of Semapa and Secil since 2016, while performing duties as Chairman of such oversight bodies since 2018.

Gonçalo Nuno Palha Gaio Picão Caldeira

(Full member of the Audit Board)

Gonçalo Picão Caldeira has a degree in law and has been registered with the Portuguese Bar Association since 1991, after completing his legal internship. He holds an MBA from Universidade Nova de Lisboa and also attended

a property management and valuation course at ISEG. He has worked in property management and development through family companies since 2004. Prior to this, he worked for the BCP Group from 1992 to 1998, and with the Sorel Group from October 1998 to March 2002. He also worked for Semapa from April 2002 to February 2004. He has sat on the Company's Audit Board since 2007, and on the Audit Boards of Semapa, since 2006, and of Secil, since 2013.

Maria da Graça Torres Ferreira da Cunha Gonçalves

(Full member of the Audit Board)

Maria da Graça Torres Ferreira da Cunha Gonçalves has a degree in business administration and organisation from Instituto de Ciências do Trabalho e da Empresa (ISCTE), and is a chartered accountant. From June 1978 to November 1985, she held various positions in the areas of general accounting, analytical accounting, and financial planning and analysis at Magnetic Peripherals Inc. Portugal. She was a financial analyst at Shell Portuguesa, S.A. from December 1985 to November 1989. From December 1989 to July 1994, she was controller and CFO, in charge of the entire financial, IT and purchasing area. From August 1994 to July 1995, she was CFO of ITT Automotive Europe GmbH, in charge of the entire financial and staffing area. From August 1995 to June 2015, she was Back Office Director at Pernod Ricard Portugal, in charge of the areas of finance, management control, purchasing, logistics, production, human resources and legal. In 2001 and 2002, she was in charge of the acquisition process of Seagram (Sandeman & Co.) in Portugal. Subsequently, in 2005 and 2006, she was in charge of the areas of finance and human resources in the acquisition process of Allied Domecq (Cockburn Smithes & Co.). She was Deputy Chairperson at the sector's association, ACIBEV, as a representative of Allied Domecq. She is a member of the Company's Audit Board, and of the Audit Boards of Semapa and Secil, since 2018.

B) OPERATION

34. Existence of operating regulations, and place where they can be consulted, as applicable, of the Audit Board, the Audit Committee, the General and Supervisory Board or the Committee for Financial Affairs; reference may be made to the item in the report where this information is contained in accordance with item 24.

The Company's Audit Board has internal operating regulations, which are published at the Company's website in the investors' area (corporate governance section), freely available for consultation at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade>.

The annual report issued by the Audit Board on its work during the year is published in conjunction with the Report & Accounts and is available at the Navigator Group's website.

35. Number of meetings held and rate of attendance at meetings of the Audit Board, the Audit Committee or the General and Supervisory Board and the Committee for Financial Affairs, as the case may be; reference may be made to the item in the report where this information is contained in accordance with item 25.

In 2019 the Audit Board held fourteen meetings. The relevant agendas and minutes were forwarded to the Chairman of the Board of Directors and made available to the Risk Management Division.

Its members were in attendance at all meetings held during the performance of their duties, resulting in an attendance rate of 100%.

The number of meetings of the Supervisory Board is freely available at the company's website at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade>.

Detailed minutes are drawn up for the Supervisory Board's meetings, in accordance with its Rules of Procedure.

36. Availability of each of the members of the Supervisory Board, the Audit Committee or the General and Audit Board and the Committee for Financial Affairs, as the case may be, indicating offices held simultaneously in other companies, inside and outside the group, and other relevant activities carried out by the members of these bodies during the period; reference may be made to the item in the report where this information is contained in accordance with item 26.

This information is available in item 33 on the professional qualifications and other relevant biographical details of each member of the above statutory bodies.

The members of the Audit Board have the appropriate availability to perform the duties entrusted to them.

In addition to the activities listed in item 33, the members of the Audit Board also hold corporate office in other companies as detailed below:

José Manuel Oliveira Vitorino

Offices held in Navigator Group companies:

No offices held in other companies belonging to the same group as Navigator.

Offices held in other companies/entities:

- Member of the Audit Board of ANA Aeroportos de Portugal, S.A.
- Chairman of the Audit Board of SECIL Companhia Geral de Cal e Cimento, S.A.
- Chairman of the Audit Board of SEMAPA Sociedade de Investimento e Gestão, SGPS, S.A.

Gonçalo Nuno Palha Gaio Picão Caldeira

Offices held in Navigator Group companies:

No offices held in other companies belonging to the same group as Navigator.

Offices held in other companies/entities:

- Manager of LINHA DO HORIZONTE Investimentos Imobiliários, Lda.
- Manager of LOFTMANIA - Gestão Imobiliária, Lda.
- Member of the Audit Board of SECIL Companhia Geral de Cal e Cimento, S.A.
- Member of the Audit Board of SEMAPA Sociedade de Investimento e Gestão, SGPS, S.A.

Maria da Graça Torres Ferreira da Cunha Gonçalves

Offices held in Navigator Group companies:

No offices held in other companies belonging to the same group as Navigator.

Offices held in other companies/entities:

- Member of the Audit Board of SECIL Companhia Geral de Cal e Cimento, S.A.
- Member of the Audit Board of SEMAPA - Sociedade de Investimento e Gestão, SGPS, S.A.

C) POWERS AND RESPONSIBILITIES

37. Description of applicable procedures and criteria for the supervisory body's involvement in hiring additional services from the external auditor.

In accordance with the rules in article 77, paragraphs 10 and 11 of the Bylaws of the Association of Statutory Auditors (Ordem dos Revisores Oficiais de Contas), approved by Law no. 140/2015, of 7 September, the Rules of Procedure of the Audit Board and the

Rules of Procedure for the approval of services beyond the scope of auditing, approved on 1 June 2016, the contracting of different auditing services, which are not required by law or constitute prohibited services, to the External Auditor and Audit Auditor or to any member of its network, by Navigator or by companies in within its domain or group, is subject to prior approval by the Navigator Audit Board, duly substantiated.

As such, proposals submitted are handed over to the Audit Board for analysis and validation, with a view to essentially ensuring (i) that the services in question are permitted, (ii) that the provision of services will not affect the independence and impartiality of the External Auditor, as needed to provide auditing services, (iii) that the combined value of fees for the provision of services other than auditing services does not exceed the limit of the Bylaws of the Association of Statutory Auditors (EOROC), and (iv) that the additional services in question are provided with a high degree of quality and autonomy.

38. Other duties of the supervisory bodies and, if applicable, of the Committee for Financial Affairs.

1. The functions and duties of the Audit Board are expressly set out in its Internal Rules of Procedure, which governs the exercise of the functions, the chairman, the frequency of the meetings, functioning and framework of duties of its members and determines that detailed minutes of its meetings are written. These Rules are published the Company's website, at <http://en.thenavigatorcompany.com/Investors/Governance>.

In accordance with the Rules of Procedure, amended on December 2018, the Audit Board ensures the timely and suitable flow of information, especially regarding the respective calls for meetings and minutes, required for the performance of the functions, determined by law and the bylaws, of each of the remaining corporate bodies and committees.

2. In the performance of its duties, without prejudice to other powers assigned to it by law, in particular by Article 420 of the Companies Code, in accordance with its Rules of Procedure, the Audit Board has the following functions and powers:

a) To supervise the management of the Company, including, in this regard, an annual assessment of compliance

with the Company's strategic plan and budget, risk management, the internal operation of the Board of Directors and its committees, and the relation between the different corporate bodies and committees of the Company;

b) To ensure compliance with the law and the articles of association;

c) To verify that books, accounting records and the respective supporting documents are in order;

d) To verify, when it deems to be appropriate and as it sees fit, the state of cash and inventories of any type of goods or assets belonging to the Company or received by the same as security, deposit or on another basis;

e) To verify the accuracy of the financial statements;

f) To verify that the accounting policies and valuation criteria adopted by the Company lead to a correct valuation of the Company's assets and results;

g) To draw up an annual report on its audit activities and issue its opinion on the report, accounts and proposals submitted by the Directors;

h) To convene the General Meeting when the Chairman of the meeting fails to do so;

i) To monitor, evaluate and issue its opinion on the strategic lines and the risk policy defined by the Board of Directors;

j) To supervise the effectiveness of the risk management system, the internal control system and the internal audit system, if any, proposing the adjustments deemed to be necessary;

k) To issue its opinion on the work plans and resources allocated to the internal audit services, including control of compliance with the rules applicable to the Company and internal audit;

l) To receive reports of irregularities (whistleblowing) submitted by shareholders, collaborators of the Company or others;

m) To contract the provision of services by experts to assist one or more of its members in the exercise of their functions; whereas the contracts with

- and remuneration to be paid to such experts shall be in line with the importance of the matters entrusted to them and the economic situation of the Company;
- n) To perform any other duties established in law or the articles of association;
 - o) To supervise the appropriateness of the procedure for preparation and disclosure of financial information by the Board of Directors, including the adequacy of the accounting policies, estimates, evaluations, relevant disclosures and a consistent implementation thereof in each year, that shall be fully documented and communicated;
 - p) To propose to the General Meeting the appointment of the Statutory Auditor and its remuneration, indicating the criteria which governed the selection of the statutory auditor and describing the auditor's selection procedure it conducted;
 - q) To propose to the General Meeting the dismissal of the Statutory Auditor or the termination of the services provision agreement, whenever there are justifiable grounds for that purpose;
 - r) To supervise the auditing of the Company's financial statements and reports;
 - s) To supervise the independence of the Statutory Auditor, namely with regard to the provision of additional services, and assess, yearly, the work carried out by the Statutory Auditor and its suitability for the performance of the tasks assigned to it;
 - t) To confirm if the disclosed report on the corporate governance structure and practices includes the information listed in Article 245-A of the Portuguese Securities Code;
 - u) To issue a previous and binding opinion on the Regulation on Conflicts of interests and Related Party Transactions to be drawn up and approved by the Board of Directors or, in the absence of such Regulation, on the definition by the Board of the type, scope and minimum amount, separate or aggregate, of related party transactions which:
 - (i) Must be previously approved by the Board of Directors; and
 - (ii) Due to involving higher amounts, are also subject to prior favourable opinion of the Supervisory Board;
 - v) To issue prior opinion on any business with related parties submitted for its approval, including on those which, in accordance with the final part of the previous paragraph, require its prior favourable opinion.
3. Concerning its powers, in the performance of its functions, and without prejudice to other powers assigned to it by law, members of the Audit Board may, acting jointly or separately:
- a) Obtain from the Management, for examination and certification, any books, records and documents belonging to the Company, and verify the existence of any type of assets, namely cash, securities and commodities;
 - b) Obtain from the Management or any of the Directors, information or clarifications on the course of operations or activities of the Company or on any of its businesses;
 - c) Have access to all Company information and Staff for assessing performance, the situation and the outlooks on the development of the Company, including, namely, minutes, documents supporting decisions taken, convening notices and records on the meetings of other corporate bodies, without prejudice to access to all other documents or people who may be called upon to provide clarifications;
 - d) Receive the reports made by the internal control and internal audit of the Company, in particular reports concerning matters related to financial statements, the identification or resolution of conflicts of interest and the detection of potential irregularities;
 - e) Receive from the Company's Statutory Auditor the clarifications which are necessary for the annual assessment, by the Supervisory Board, of the work carried out by the Statutory Auditor, and of its independence and its suitability for the performance of the tasks assigned to it;
 - f) To obtain from third parties who have carried out transactions on behalf of the Company any information required for proper clarification of such transactions;

- g) Attend meetings of the Board of Directors, whenever it deems appropriate.

In order to perform their duties, the Audit Board may be assisted by a technical team specially appointed for this purpose and also by a specialised audit firm, and may contract the provision of services by experts, to assist one or more of its members in the exercise of their duties.

4. In the performance of its functions, without prejudice to other powers assigned to it by law, members of the Audit Board have the following duties:

- a) To inform themselves and prepare Supervisory Board meetings diligently;
- b) To participate in Board meetings and attend General Meetings and meetings of the Board of Directors to which they are summoned by the Chairman or in which the accounts for the financial year are to be discussed;
- c) To exercise a conscientious and impartial supervision;
- d) To keep confidential any facts and information which come to their knowledge by virtue of their functions, without prejudice to the duties enshrined in paragraphs 2 and 3 of this Article;
- e) To inform the Board of Directors of any verifications, inspections and measures, undertaken and the results thereof;
- f) To report, at the first general meeting held, all irregularities and inaccuracies verified by this Board and whether it obtained all clarifications required for the performance of its functions;
- g) To record in writing all checks, inspections, complaints received, and measures taken and their outcome;
- h) To inform the Board of Directors of the results of the statutory audit and explain how this has contributed to the integrity of the procedure for preparing and disclosing financial information, as well as the role that the audit body played in this process;
- i) To monitor the process for preparation and disclosure of the financial information and submit recommendations or proposals to ensure their integrity;

- j) To supervise the effectiveness of the internal quality control and risk management systems and, if applicable, of the internal audit, with regard to the procedure for preparing and disclosing financial information, while preserving its independence;

- k) To monitor the annual statutory audit of individual and consolidated accounts, namely the execution thereof;
- l) To check and monitor the audit firm's independence and, in particular, verify its appropriateness and approve the provision of other services and relevant terms, in addition to the audit services by the Statutory Auditor to the Company and other entities included in the Company's group;
- m) To select audit firms to submit to the General Meeting for election and justifiably recommend one of them for approval;
- n) To treat in confidence any documents of the Company which they have access to in the exercise of their functions, including the content of the Board meetings and of the other corporate bodies in which they participate and the preparatory information of the meetings; and,
- o) To provide other corporate bodies and committees, in accordance with legal statutory requirements, with all necessary information and documents required for the exercise of legal and statutory functions of such bodies and committees.

The members of the Audit Board must refer to the Public Prosecution Office any criminal offences that they are aware of and which constitute a public crime.

5. If any of the members of the Audit Board becomes aware of any difficulties in the pursuit of its corporate purpose, they must inform the Statutory Auditor immediately.

It should also be stressed that it is the responsibility of the Supervisory Board to define criteria and selection procedure for the Audit Auditor and Chartered Accountant of the Company, in accordance with its Internal Rules, as mentioned above. The implementation of such criteria and the specific definition of the terms and conditions of the applicable selection procedure shall take place by resolution of the Supervisory Board for each selection procedure,

as occurred in the last selection process for the Audit Auditor and Chartered Accountant of the Company.

In addition, the Audit Board is the main correspondent of the Statutory Auditor and Chartered Accountant of the Company and has access to and direct knowledge of the activities carried out by it. The Company believes that this supervisory activity by the Audit Board, without any interference from the Board of Directors, of the works of the Statutory Auditor and Chartered Accountant, provided it does not jeopardise the timely and adequate knowledge of the Board of Directors, ultimately responsible for company matters and financial statements, in what concerns these tasks. In compliance with this principle, reports of the Statutory Auditor and Chartered Accountant are addressed to the Audit Board and discussed in joint meetings of the Supervisory Board with a member of the Board of Directors, where the Audit Board informs, notably, of the results of the statutory audit, ensuring that conditions required to provide audit services exist within the Company. It is also a responsibility of the Audit Board to propose

and monitor, with support from internal divisions of the Company, the fees of the Statutory Auditor and Chartered Accountant.

The Statutory Auditor and Chartered Accountant also cooperates with the Audit Board, providing, immediately and in accordance with applicable laws and regulations, information on irregularities relevant for the exercise of its functions that the Supervisory Board has detected, as well as any issues arising in the exercise of its duties.

Pursuant to the Rules of Procedure of the Audit Board, approved on 9 November 2018, and the Rules of Procedure on the approval of services outside the scope of the audit, approved on 1 June 2016, this body must verify the adequacy and approve the provision other services and respective conditions, in addition to the audit services, by the Statutory Auditor to the Company and other entities of the Group in which the Company is included, as defined in the Bylaws of the Association of Statutory Auditors, approved by Law no. 140/2015, of 7 September.

IV. Statutory Auditor

39. Identification of the statutory audit firm and the partner and statutory auditor representing the same.

The Company's acting Statutory Auditor is KPMG & Associados – Sociedade de Revisores Oficiais de Contas, S.A., registered with the Association of Statutory Auditors (Ordem dos Revisores Oficiais de Contas) under no. 189 and registered with the Portuguese Securities Market Commission (CMVM) under no. 20161489, represented by Paulo Alexandre Martins Quintas Paixão (statutory auditor [ROC] no. 1427).

The alternate Statutory Auditor is Vítor Manuel da Cunha Ribeirinho (statutory auditor [ROC] no. 1081).

40. Indication of the consecutive number of years for which the statutory audit firm has held office in the Company and/or Group.

The Statutory Auditor referred to in item 39 has been working with the Company since 2018.

41. Description of other services provided by the statutory auditor to the company.

In addition to the statutory auditing services provided to the Company and its subsidiaries, the Statutory Auditor also provided other assurance services, pursuant to Law 140/2015, of 7 September.

The amounts paid for these services over the course of 2019 are detailed in items 46 and 47 below.

V. External Auditor

42. Identification of the external auditor appointed for the purposes of article 8 and the partner and statutory auditor representing such firm in the performance of these duties, together with their respective registration number with the Portuguese Securities Market Commission.

The Company's external auditor is KPMG & Associados – Sociedade de Revisores Oficiais de Contas, S.A., registered with the Association of Statutory Auditors (Ordem dos Revisores Oficiais de Contas) under no. 189 and registered with the Portuguese Securities Market Commission (CMVM) under no. 20161489, represented in the performance of these duties by partner Paulo Alexandre Martins Quintas Paixão (statutory auditor [ROC] no. 1427).

43. Indication of the consecutive number of years for which the external auditor and the respective partner and statutory auditor representing the same in the performance of these duties has held office in the Company and/or Group.

The external auditor and its partner statutory auditor representing it in the performance of these duties were appointed by the General Meeting in September 2017 to provide services beginning on 1 January 2018. They were re-elected for the position at the General Meeting held on 9 April 2019. Thus, 2019 was the second year of exercise of functions with the Company and/or the Group.

44. Policy on rotation of the external auditor and the respective partner and statutory auditor representing the same in the performance of these duties, and the respective frequency of rotation.

The Statute of the Chamber of Statutory Auditors, approved by Law 140/2015, of 7 September, took effect on 1 January 2016 and established new mandatory legal rules on the rotation of statutory auditors in companies of public interest, such as Navigator, which previously had no policy requiring the statutory auditor or its representative to be rotated.

Under the new legal rules, PricewaterhouseCoopers & Associados - SROC, Lda. had reached the time limit on serving as statutory auditor to the main shareholder Semapa - Sociedade de Investimento e Gestão, SGPS, S.A., with

which the Company consolidates its accounts, in 2017, the Audit Board, supported by the management and divisions of the companies involved, conducted an organised procedure, open to a number of firms, for selecting the Statutory Auditor, for 2018, until the end of term in office of the other corporate bodies. The tenders submitted were analysed and assessed by the Audit Board on the basis of the criteria adopted in the selection process.

As a result of this selection procedure, the Audit Board submitted to the shareholders a recommendation and proposal to appointment KPMG & Associados - Sociedade de Revisores Oficiais de Contas, S.A. as external auditor, which was approved by the shareholders at the General Meeting.

45. Indication of the body responsible for assessing the external auditor and the intervals at which this assessment is conducted.

Within the scope of its oversight and auditing function for the Company's accounting documents, the Audit Board continuously evaluates the external auditor and the Statutory Auditor, particularly with regard to the preparatory work for its Report and Opinion on the annual accounts.

In addition to its responsibility for proposing the appointment of the statutory auditor and its respective remuneration to the General Meeting, the Supervisory Board is responsible for assessing and monitoring all audit work conducted by the external auditor on an ongoing basis, and has the possibility of proposing its dismissal with due cause at General Meetings, when the proper formalities are complied with. To this end, the Supervisory Board holds frequent meetings during the year with the statutory auditor and external auditor, and a permanent and established relationship is established between the Board and the auditor, the Board being the final recipient of the auditor's reports. At these meetings the Supervisory Board is able to assess all the accounting and financial information it deems necessary at any time and is able to request from them any information it deems necessary for its supervisory functions.

In addition, in the exercise of its supervisory duties and in its audit of the

Company's accounts, the Supervisory Board conducts an annual appraisal of the performance of the external auditor in connection with the preparatory work on its Report and Opinion on the annual accounts, and also verifies its independence, by obtaining written confirmation of the independence of the auditor as provided for in article 62 of the Bylaws of the Association of Statutory Auditors (EOROC), confirmation of compliance with requirements for rotation of the partner responsible and identifying threats to independence and safeguards adopted to mitigate these threats.

To that extent, the Audit Board has unrestricted access to the documentation produced by the Company's auditors and may request that they provide any additional information deemed necessary. It is also the first recipient of the final reports prepared by the external auditors.

Pursuant to article 420 (2) b) of the Companies Code, the Audit Board is responsible for proposing the appointment of the Company's Statutory Auditor to the General Meeting.

46. Identification of work, other than auditing, done by the external auditor for the company and/or for companies in a control relationship with it, together with internal procedures for approving the hiring of such services, specifying the reasons for doing so.

As described in point 47, in the year ended on 31 December 2019, KPMG, a company of statutory auditors, and other entities belonging to the same network, were billed the fees related to the statutory audit of annual accounts, limited review of interim

accounts and reliability assurance services and services other than accounts. The breakdown of billing for these services is detailed below in point 47.

Services indicated as "other assurance services" correspond to the issuance of reports on financial information, verification services of the Sustainability Information and validation of the map of expenses related to an investment project. With regard to services other than auditing, these refer to merger operations opinions within the scope of the Statutory Auditor of Navigator group companies.

The provision of different auditing services by the Statutory Audit Firm to the Company and subsidiaries is regulated in the Internal Standard on the approval of services outside the scope of auditing, approved on 1 June 2016, which provides for different auditing services that cannot be provided by the Statutory Audit Firm and prior control and authorisation processes for these services by the Supervisory Board. The regime defined in this internal standard is fully consistent with the provisions of the Statute of the Order of Chartered Accountants, approved by Law No. 140/2015, and the Legal Regime of Audit Supervision, approved by Law No. 148/2015.

47. Indication of the annual remuneration paid by the company and/or controlled, controlling or group entities to the auditor and other individuals or organisations belonging to the same network, specifying the percentage relating to the following services (for the purposes of this information, the concept of network is as defined in Commission Recommendation No. C [2002] 1873 of 16 May 2002):

BY THE COMPANY*

Value of audit services (€)	89 083	79%
Value of assurance services (€)	23 750	21%
Value of tax consultancy services (€)	0	0%
Value of services other than account review (€)	0	0%

BY ENTITIES THAT ARE PART OF THE GROUP*

Value of audit services (€)	204 003	93%
Value of assurance services (€)	13 500	6%
Value of tax consultancy services (€)	0	0%
Value of services other than audit services (€)	3 000	1%

* Including individual and consolidated accounts

In 2019, services other than audit services billed to the company or to entities that maintain a dominant relationship with it by the External Auditor and Statutory Auditor,

including entities that are in a participation relationship with or that integrate the same network, represented 12% of the total services provided.

C. INTERNAL ORGANISATION

I. Articles of Association

48. Rules applicable to amendment of the Company's Articles of Association (article 245-A (1) (h)).

The Company's Articles of Association contain no specific rules on amendments of the articles, and accordingly the General Meeting has powers to resolve on any proposed amendments, as established in the Companies Code.

Proposed amendments to the Articles of Association should therefore be tabled

by the Company's shareholders to be voted on at a General Meeting. The meeting in question may only be held on the first call if shareholders representing no less than one third of the share capital are present; on the second call the meeting can adopt resolutions on amendments without being subject to any specified quorum.

A proposed amendment to the Articles of Association can only be approved by two thirds of the votes cast, at either the first or second call of the General Meeting.

II. Reporting of Irregularities (Whistleblowing)

49. Means and policy for reporting of irregularities (whistleblowing) occurring in the company.

The Company has "Whistleblowing Regulations" designed to provide a procedure and rules for communication by any stakeholders, be they Employees, clients, suppliers, partners or any other organisations or individuals which have dealings with the Company or its subsidiaries, of any irregularities allegedly occurring in the Navigator Group.

In these Regulations, "irregularity" is defined as any alleged breach of provisions under the law, regulations and/or Articles of Association occurring at the Navigator Group. Irregularities also include non-compliance with ethical principles and duties per the Company's Code of Ethics.

These Regulations lay out the general obligation of reporting alleged irregularities and establish a multidisciplinary team in charge of handling them. The rules of procedure of the company's boards and committees also foresee the adoption of and compliance with such regulations.

This multidisciplinary team, comprised of Legal Services and the Risk Management Division, must investigate all facts needed to properly assess the alleged irregularity. This process ends with the report being filed or submission to the Board of Directors or the Executive Committee, depending on whether a member of a statutory body is implicated or not, of a proposal for application of the measures most appropriate in light of the irregularity in question. The Supervisory Board must also be informed of all reports received.

The Regulations also contain other provisions, namely with regard to ensuring the confidentiality of whistleblowing, the non-prejudicial treatment of reporting stakeholders and the dissemination of the respective scheme at the Company.

In the course of 2019, reports were received of four potential irregularities. All reports were duly followed up by evaluation of the facts reported, investigation and a decision on any measures to be taken. The irregularities reported in 2019 refer to several topics, including:

- Potential unlawful behaviour of an employee of a service provider;

- Alleged discriminatory and abusive behaviour against an employee at one of our manufacturing centres;
- Lack of civility in dealing with certain colleagues;
- Problems with cargo packaging shipped from our factories.

Of these, two were closed (removal of the employee in question by the service provider

and conclusion of the investigations without further measures), with the others still being dealt with.

Three reports of irregularities carried over from previous years were closed, concerning, among others, issues related to the company's promotional contest or problems with any product of the brands produced by the company. A topic was also carried over to 2020, which, given the particular complex nature of it, is still being dealt with.

III. Internal Control and Risk Management

50. People, bodies or committees responsible for internal audits and/or implementation of internal control systems.

The Company regards Risk Management as a core process in its business activities. A system for permanent monitoring of risk management has therefore been implemented in the Navigator Group, involving all organisational units, DGR and the Supervisory Board.

This system is based on a systematic and explicit assessment of business risks by all organisational divisions in the Navigator Group and identification of the main controls in place in all business processes. This platform will allow the Company to assess on an ongoing basis the extent to which its internal control system is appropriate to the risks regarded as most critical from time to time.

As part of this periodic assessment, an annual internal audit programme has been instituted, to be implemented by DGR in conjunction with each division involved, to monitor the appropriateness of the internal control system to the perceived risks and to help the organisation to implement programmes to improve this system.

This risk governance system is headed by the Supervisory Board and the Board of Directors, as detailed below.

Board of Directors

The Board of Directors has the following responsibilities:

- Review and approve the risk policy defined for the Navigator Group, including risk appetite and tolerance;

- Set goals with regard to the assumption of risks, and ensure that they are achieved;
- Approve the risk governance model adopted by the Navigator Group;
- Oversee application of the risk policy in the Navigator Group;
- Discuss and approve the Company's risk policy and strategic plan, including the determination of acceptable risk levels;
- Approve strategies for dealing with risks, especially very high risks;
- Promote a risk culture within the Navigator Group.

Audit Board

The Audit Board has the following responsibilities:

- To supervise the effectiveness of the risk management system, the internal control system and the internal audit system, proposing the necessary adjustments;
- Assess and propose improvement to the risk management model, processes and procedures;
- Oversee execution of the plans of activities in connection with risk management;
- Monitor, evaluate and comment on the strategic lines and objectives and risk policy defined by the Board of Directors, proposing and implementing mechanisms and procedures for periodic control in order to ensure that the risks effectively incurred by the company are consistent with the objectives set by the management body;

- Issue an opinion on the work plans and resources allocated to the internal control services, including the control of compliance with the rules applied to the Company and internal auditing;
- Take note of the risk control and management reports issued by the Statutory Auditor and propose the adoption of measures considered necessary or convenient in light of these reports;
- Take note of the risk management monitoring reports issued by the Risk Management Division and propose the adoption of the measures considered necessary or convenient in light of these reports.

Chief Executive Officer

The Chief Executive Officer has the following responsibilities:

- Define the Navigator Group's risk policy, including its risk appetite;
- Take the risk policy into account when setting the Navigator Group's strategic objectives;
- Provide the means and resources to assure that risk management is effective and efficient;
- Approve the risk management model, processes and procedures;
- Define the risk management governance model to be adopted by the Group, including the division of responsibilities;
- Approve activities plans in the field of risk management;
- Ensure that the main risks to which the Navigator Group is exposed are identified and reduced to acceptable levels, in line with the risk appetite and tolerance defined;
- Discuss and approve options for handling risks where the residual risk level is in excess of the risk tolerance levels;
- Oversee and review the work of the Risk Management Division, in the field of risk management;
- Report on results to the Board of Directors.

Risk Management Division

The Risk Management Division has the following responsibilities in this area:

- Define the risk management model, processes and procedures;
- Draw up activities plans in the field of risk management;
- Identify and implement the means and resources (human, procedural and technological) to facilitate risk identification, analysis and management;
- Warn of potential risks when strategic and operational objectives are being defined;
- Help define risk appetite and risk tolerance;
- Help decide on the division of responsibilities in the field of risk management;
- Help identify and characterise risks;
- Monitor risk indicators;
- Help design risk mitigation measures;
- Assess the effectiveness of risk mitigation measures;
- Assess compliance with risk tolerance;
- Ensure compliance with action plans for mitigating risks;
- Draw up risk management monitoring reports.

Business Areas/Divisions

Business areas/divisions have the following responsibilities:

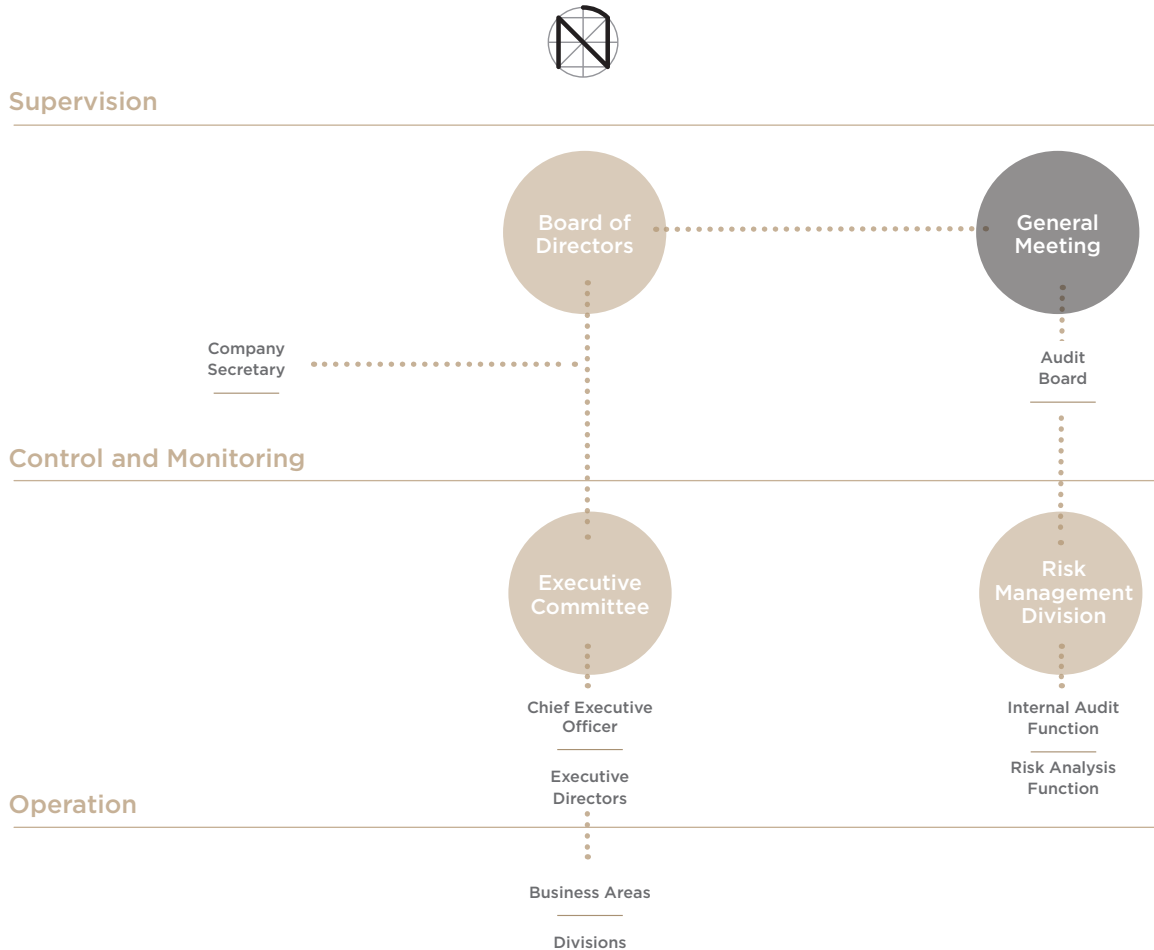
- Define risk tolerance;
- Identify and characterise risks;
- Define and monitor risk indicators;
- Define, implement and execute risk mitigation measures, in keeping with the risk mitigation action plans;
- Conduct risk assessments and controls.

51. Description of the lines of command in this area in relation to other bodies or committees; an organisational chart may be used to provide this information.

It follows clearly from the previous section that risk management in the Company is the responsibility of the entire organisation; specific duties are detailed above.

In terms of the hierarchical and functional structure, it should be noted that, in addition

to reporting to the Chief Executive Officer, the Internal Audit Division (Risk Management Division) also reports to the Supervisory Board, thereby providing the support needed for the Board to exercise its responsibilities. The following chart illustrates the reporting and functional relations within the Company:



52. Existence of other divisions with responsibilities in the field of risk control.

The Company has committees which complement the work of the Supervisory Board and the Chief Executive Officer with regard to control and monitoring of specific risks:

- Risks Analysis and Monitoring Committee - pronounces on asset risk prevention systems in place in the Company, in close connection with the risk governance system in the Navigator Group; and assesses the suitability of asset risk insurance policies in force in the Navigator Group, and the individual policies.

- Corporate Governance Committee - oversees application of the Group's corporate governance rules, and also the Code of Ethics and Conduct, as well as supervising internal procedures relating to matters of conflicts of interest, in particular with regard to relations between the Group and its shareholders or other stakeholders.

- Sustainability Forum - implements corporate and strategic policy on questions of social and environmental responsibility, and prevention of potential risks in these areas.

- Ethics Committee - oversees compliance with the requirements of the Code of Ethics and Conduct and identifies situations which constrain compliance with this code.

53. Identification of the main risks (economic, financial and legal) to which the company is exposed in the course of its business.

In the course of its activity, the Navigator Group is exposed to a variety of economic, financial and legal risks. The following is a selection of the principal risks identified:

RISK (NON-EXHAUSTIVE SELECTION)	SUMMARY DESCRIPTION
Industrial workplace accidents	Risk of the occurrence of accidents at work potentially resulting in injuries, incapacity or fatalities.
Increase in transport costs	Risk of increase in pulp, paper or tissue transport costs, which may result in a reduction in sales margins or the need to increase prices charged to customers.
Higher demand for raw materials (wood)	Risk associated with an increase in demand for raw material (wood) due to competitors expanding their capacity, triggering an increase in wood prices and a consequent increase in production costs.
Foreign Exchange	Risk of variation in the exchange rate between the Euro and other currencies, which can significantly affect the Group's results, either through revenues (sales) or costs (purchases).
Cybersecurity Flaws	Risk associated with security breaches in the company's computer systems that allow undue and/or unlawful activities by third parties to the detriment of the company.
Environmental consequences of operations	Risk of occurrences with adverse environmental consequences, directly or indirectly attributed to industrial activities, potentially resulting in a breach of environmental legislation or customer and stakeholder dissatisfaction, namely regarding the local community.
Forest damage	Risk of forest damage resulting from natural or man-made causes, which may jeopardise the quantity of raw materials needed for the Group's activities and consequently lead to increased costs or loss of revenues.
Regulatory deterioration in the competitiveness of the energy business	Risk of less competitive terms for power sales, caused to a certain extent by the regulatory environment; volatility in regulation of sector may lead to sudden loss (total or partial) of the contribution from this business to the Group's profitability.
Reduction in paper demand due to technological substitution	Risk associated with a reduction in demand for the products sold by the Group, which may result in a significant reduction in sales.
Failure in wood supplies	Risk of failure in wood supplies, which may result in production stoppages and consequent increase in costs or lost revenues.
Equipment failure	Risk of failure in the operation of production equipment, which may result in production stops and a consequent increase in costs or loss of revenue.
Data security failures	Risk of failures in data security relating to the confidentiality, availability and integrity of data over the process of acquisition, processing, communication, storage and destruction, potentially leading to information losses/leaks, fraud, discontinuity of operations.
Shortage of certified raw material	Risk associated with inability to obtain certified raw material, potentially resulting in a loss of value in end product and consequently in sales values.
Fraud	Risk of fraud in processes involving movements in funds/valuables, causing losses to the Group.
Supplier management	Risk of inefficiency in management of relationship with critical suppliers for the business, or over-dependence on these supplies, compromising the quality of services provided, limiting Group operations or potentially leading to operational inefficiencies.
Non-compliance with legislation and regulations	Risk of non-compliance with legislation on tax, employment, environmental, accounting and/or other matters or with industry regulations. Non-compliance with accounting standards.
Irregularities in purchases and payments	Risk of inefficient or inappropriate processes in purchases of materials and services critical for the business, resulting in items being out of stock, financial losses, non-performance by and in relation to suppliers or occurrence of situations of fraud.
Occurrence of fires or other natural disasters	Risk of loss of assets or even personal injury due to fires or other natural phenomena.
Loss of new business/product/process opportunities	Risk of failing to capture opportunities to develop new business, products or processes due to ineffective R&D or technology scouting.
Loss of Forestry Yields	Risk of not being able to achieve full production potential of plantations due to failure to apply best available forestry practices.
Losses on client credit	Risk of credit granted to customers, which may result in uncollectable debts and a consequent increase in costs.
Pulp price	Risk associated with pulp price fluctuations, which may result in losses for the Group.
Product quality	Risk associated with product quality, potentially resulting in consumer dissatisfaction and a consequent drop in sales and lost revenues.
Reduction in paper price	Risk of pressure of competition, which may result in a drop-in sales or reduction of market share.

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RISK (NON-EXHAUSTIVE SELECTION)	SUMMARY DESCRIPTION
Environmental restrictions on industrial production	Risk of environmental restrictions on industrial production, which may result in changes being required in the production process, thereby increasing costs.
Legal restrictions on forestry production	Risk of legal restrictions being imposed on forestry production, which may result in a reduction in raw material output and a consequent increase in acquisition costs.
Legal restrictions on paper imports	Risk of restriction on paper imports in producer countries through the implementation of cost barriers, potentially resulting in a reduction in sales.
Sustainability of forestry operations	Risk of compromising the future operations of the organisation or of local society and the business community, in general, due to over-use or irrational use of the natural resources involved in forestry operations.
Sustainability of industrial operations	Risk of soil contamination or excess atmospheric emissions of noxious gases, resulting directly or indirectly from the process of supply, sanitation or processing of solid urban waste (e.g. accidents, breakdowns, techniques used) or from natural causes such as floods or droughts at intake points or serious pollution accidents.
Variation in energy prices	Risks associated with changes in the purchase and sale price of energy, resulting in additional costs and lost revenues.

Many of the risk factors identified are beyond the Navigator Group's control, especially in the case of market factors which can have a fundamental and negative effect on the market price of the Company's shares, irrespective of the Navigator Group's operational and financial performance.

54. Description of the process of identification, assessment, monitoring, control and management of risks.

The Navigator Group regards risk management as an essential decision-making tool, involving permanent monitoring of the risks to which it is exposed, raising awareness throughout the Navigator Group of a risk culture which seeks to avoid risks but also includes a positive approach to risk-taking.

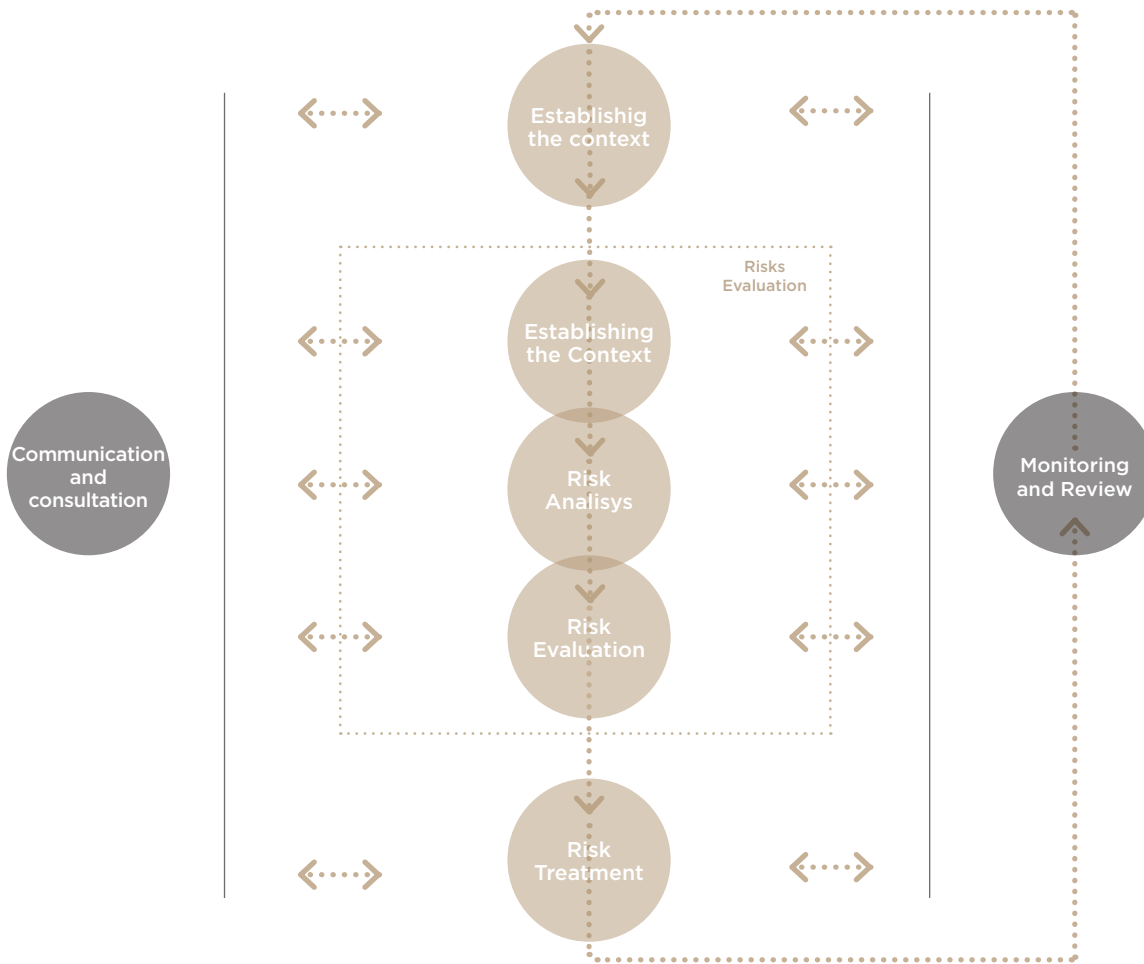
At the same time, the different divisions/ areas benefit from risk management insofar as it allows them to anticipate situations of uncertainty, mitigating the risks of adverse consequences and making the most of risks which offer opportunities. Risk management also provides the Navigator Group with greater and more sustained decision-making capability with regard to risk events, allowing it to respond in a coordinated and integrated manner to risks with causes, impacts or vulnerabilities which extend across more than one area.

Lastly, risk management is especially important for internal auditing and the control environment, as it offers the possibility of ongoing assessment of the Navigator Group's risk profile and a higher level of internal control. Risk management also makes an important contribution to Internal

Auditing, pointing it to areas/processes where business risks and concerns are greater "Risk-based Internal Audit". As an immediate result of this approach, it will be possible to plan and execute audits which take into consideration the risks most relevant to the Navigator Group, by using an audit planning methodology.

The Navigator Group's risk management process follows the best internationally accepted risk management practices, models and frameworks, including the "COSO II Integrated framework for Enterprise Risk Management", the "AS/NZS 4360 Risk Management Standard" and the ISO 31000 standard.

In putting together the risk management process, the ISO 31000 standard was taken into account with regard to its main phases, while COSO II was used to organise and structure risks. This process comprises a series of seven inter-related phases, which together comprise an interactive process of ongoing improvement. This takes the form of a process of communication and consultation, and a process of monitoring and review. The diagram below illustrates the flow for the risk management process.



The entire process is built on a computer tool disseminated throughout the Company.

KPMG is in charge of external auditing. The Company's External Auditor checks, in particular, the application of remuneration policies and systems, and the effectiveness and functioning of internal control procedures through the information and documents provided by the Company.

The respective findings are reported by the External Auditor to the Supervisory Board which then reports the shortcomings detected, if any.

In view of the main risks identified, the Risk Management Division has retained its monitoring and control function, which it exercises by conducting internal control.

In this context, during 2019 a set of internal control audits were carried out and follow-up on open issues from previous audits. In particular, this year's work focused mainly on internal control processes, namely on controlling large investments and accessing

computer applications and processes for treating both liquid and gaseous effluents from some of the manufacturing facilities.

55. Main components of internal control and risk management systems implemented at the company for the disclosure of financial information (article 245-A (1) (m)).

The Company has an internal control system for the preparation and disclosure of financial information, operated by the Supervisory Board, in conjunction with other Divisions/Business Areas in the Company, in particular the Accounting and Tax Division, the Management Control Division, the Risk Management Division and the Investor Relations Office. In connection with this system, the Supervisory Board assesses financial information each quarter on the basis of reports from the Division preparing them and with support from the opinions formulated by the statutory and external auditors. Meetings are held for this purpose with the Risk Management Division, members of the Executive Committee, the Statutory

Auditor and external auditor and the staff in charge of accounts and management planning and control, in order to monitor the

processes underway. The elements of the internal control and risk management system are described in item 54.

IV. Investor Support

56. Office responsible for investor support, composition, functions, information provided and contact details.

The Company has had an Investor Relations Office since November 1995, whose mission is to plan, manage and coordinate all the activities needed to handle contacts, on a permanent and appropriate basis, with the financial community – investors, shareholders, financial analysts and regulatory authorities – and to publish the Company's financial reports and any other information of relevance to the stock market performance of Navigator shares in the capital market.

In keeping with the principles of coherence, integrity, regularity, fairness, credibility and opportunity, the office helps to facilitate the investment decision-making process and sustained value creation for shareholders.

The mission of the Investor Relations Office is to comply with its legal obligations of reporting to the regulator and to the market, and in particular to disclose the Group's profits and activities, reply to information requests from investors, financial analysts and other agents and also to support the Executive Committee in making public The Navigator Company's strategy for growth and development.

As such, this office adequately and rigorously handles the production, processing and timely disclosure of information to the Management, shareholders, investors, other stakeholders, financial analysts and the market in general.

The Investor Relations Office comprises of a single person, who also acts as market relations officer and whose contact details are provided in the following item.

All mandatory disclosures, such as information on the Company name, its status as a public company, registered offices and other details required by article 171 of the Companies Code, are available on the Navigator Group's website, at <http://www.thenavigatorcompany.com/>. Also available in the investors' section of the Navigator website, in Portuguese and English, are disclosures of quarterly results, half-yearly and annual reports and accounts, together with the respective statements and press releases, description of statutory bodies, the financial calendar, the Company's Articles of Association, notices of General Meetings, and all motions tabled for discussion and vote at General Meetings, resolutions approved and statistics relating to attendance, together with relevant developments.

57. Market Relations Officer.

The Company's Market Relations Officer is Joana de Avelar Pedrosa Rosa Lã Appleton who may be contacted by telephone (+351) 219 017 434 or by email: joana.la@thenavigatorcompany.com. These contact details are supplied on Navigator's website, in the investors' section.

58. Information on the proportion and response time to information requests during the year or pending from previous years.

Information requests to the Investor Relations Office are primarily done by email, although some phone calls are also received. All requests are answered or forwarded to the appropriate areas, with an average response time of less than three working days.

On 31 December 2019, all information requests received were considered addressed, thus with no pending requests as of this date.

V. Website

59. Address(es).

Navigator's website is at: <http://www.thenavigatorcompany.com/>.

60. Location information on the company name, public company status, registered office and other items referred to in article 171 the Companies Code.

The above information is available in the investors' area of Navigator's website at <http://www.thenavigatorcompany.com/Investidores/Accao-Navigator>.

61. Location of the articles of association and operating regulations of boards and/or committees.

The above information is available in the investors' area (corporate governance section) of Navigator's website at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade>.

62. Location of information on the identities of members of statutory bodies, the market relations officer and the Investor Support Office or equivalent structure, and their respective duties and means of access.

The above information is available in the investors' area (specifically in the corporate governance section) as well as in the area entitled "Profile" of Navigator's website, respectively, at <http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade> and <http://www.thenavigatorcompany.com/Investidores/Contactos>.

63. Address for consultation of financial statements and reports, which must be accessible for no less than five years, together with the six-monthly corporate diary, disclosed at the start of each semester, including, amongst other things, General Meetings, disclosure of annual, half-yearly and (if applicable) quarterly accounts.

Navigator's quarterly, half-yearly and annual results, published since 2003, are available in the investors' area (in the section entitled "Financial information"), at <http://www.thenavigatorcompany.com/Investidores/Informacao-Financeira>. There is a specific tab in the investors' area for the corporate diary for the current year, available at <http://www.thenavigatorcompany.com/Investidores/Calendario>.

64. Location for publishing the meeting notice for the General Meeting and all preparatory and subsequent information related to it.

General Meeting notices and all related preparatory and subsequent information are available in the investors' area (in a separate tab entitled "General Meetings") at <http://www.thenavigatorcompany.com/Investidores/Assembleias-Gerais>.

65. Location for publishing a historical archive of decisions made at the company's general meetings, share capital representation and voting results for the 3 preceding years.

The above information is available at the same location as information on General Meetings, i.e. in the investors' area (in a separate tab entitled "General Meetings") at <http://www.thenavigatorcompany.com/Investidores/Assembleias-Gerais>.

D. REMUNERATION

I. Powers to determine remuneration

66. Indication of the powers for determining the remuneration of statutory bodies, members of the executive committee or managing director and company managers.

The Remuneration Committee is responsible for the remuneration policy of statutory

bodies, which it reviews annually and submits to the General Meeting, attended by at least one Remuneration Committee representative, for approval.

The remuneration policy submitted to the ordinary General Meeting of 9 April 2019 can be found in item 70 of this report.

II. Remuneration Committee

67. Composition of the Remuneration Committee, including identification of individuals or organisations contracted to provide support, and declaration regarding the independence of each member and adviser.

The Remuneration Committee only comprises the following members:

Chairman

- José Gonalo Ferreira Maury

Members

- Joo Rodrigo Appleton Moreira Rato

- Joo do Passo Vicente Ribeiro

The Company believes that the composition of the Remuneration Committee ensures its independence with regard to management given that all of its members are independent. Indeed, and on the basis that what is at issue here is independence from the executive members of the management body, Navigator considers that the members of the Committee independently exercise their functions in the Remuneration Committee.

Within the company, the Remuneration Committee provides all information or clarifications to shareholders in the respective Annual General Meetings or in any other general meetings if the respective agenda includes a matter related to the remuneration of members of boards and committees of the company or if such presence is requested by shareholders, doing so through the presence of at least one of its members. This is what occurred in the annual general meeting of 9 April 2019, in which all of its members were present.

In accordance with its Internal Rules, the Remuneration Committee may freely decide on the Company hiring consultancy services necessary or convenient to the exercise of its duties, requiring the assurance that such services are provided independently and that the respective providers will not be hired to provide any other services to the Company or to other entities that are in a controlling or group relations without the express authorisation of the Committee.

In the course of 2019, no one was hired to provide support for the Committee.

68. Expertise and experience of the members of the Remuneration Committee in the field of remuneration policy.

All of the Remuneration Committee's members have extensive experience in and knowledge of matters concerning remuneration for members of Statutory Bodies, due to the positions they have held over the course of their professional careers.

Furthermore, from 1990 to 2014, Mr. Jose Maury, Chairman of this Committee, was a representative of a multinational company specialising in human resource procurement, particularly executive positions, which entails in-depth knowledge of assessment procedures and criteria and associated compensation packages.

III. Remuneration structure

69. Description of the remuneration policy for members of the management and supervisory bodies as referred to in article 2 of Law 28/2009 of 19 June.

The remuneration policy for members of the Company's management and supervisory bodies is set out in the Remuneration Policy Statement issued by the Remuneration Committee, approved at the beginning of each mandate and confirmed annually, and set out in Annex II to this Report, as described in the following item, and there is no deviation in the procedure for implementation of the approved remuneration policy.

70. Information on the means of structuring remuneration to align the interests of managing board's members with the long-term interests of the company, and how this is based on performance assessment, discouraging the assumption of excessive risk.

The means of structuring remuneration and how it is based on the management's performance assessment is clearly demonstrated by the Remuneration Committee Remuneration Policy Statement, namely chapter VI, sections 1 and 6.

In developing these principles, various KPIs are used to determine the exact variable remuneration component which, as stated in item 25 above, quantitatively include EBITDA, net income and cash flow.

Long-term alignment of interests and sustained performance are achieved to a certain extent due to the fact that EBITDA KPIs establish a relationship for the medium term; however, this aim is more significantly assured by the fact that membership of Navigator's Executive Committee has been extremely stable over time. This stability has the natural result of alignment with longer-term goals, also in the salary component, as future results influence future remuneration, in relation to which expectations exist.

The same can be said for the assumption of excessive risk. The company has no independent remuneration tool for this specific purpose. Risk is an intrinsic characteristic of any act of management and, as such, is unavoidably and continuously considered in all management decisions. The qualitative or quantitative assessment

of risks as good or bad cannot be conducted in isolation but has to be seen in its impact on Company performance over time; this process is therefore indistinguishable from long-term interests, and benefits from the general incentives for long term alignment described above.

71. Reference, if applicable, to the existence of a variable remuneration component and information on any impact on this from performance assessments.

The remuneration of Executive Directors effectively includes a variable component which depends on a performance assessment, as described in the Remuneration Policy Statement, in particular in item 2 of chapter VI.

The performance assessment has an impact on approximately 50% of the variable remuneration component, on an individual and qualitative basis.

In the case of non-executive directors, although it only includes a fixed part, it may be differentiated as a result of an accumulation of additional functions and enhanced responsibilities.

There are no maximum remuneration limits, except for the limit on management profit-sharing, pursuant to the Articles of Association and no mechanism has been set up allowing the Company to ask for the return of paid up variable compensation.

The remuneration of Audit Board members has no variable component.

72. Deferred payment of the variable remuneration component, with reference to the deferral period.

No deferred variable remuneration component exists at the Company, notwithstanding the existence of a specific index – one of EBITDA's components is not determined in relation to a year but to a specific theoretic EBITDA determined by reference to a mid-term plan – which ascertains mid-term sustainable development.

73. Criteria applied in allocating variable remuneration in shares and on the continued holding by executive directors of these shares, on any contracts concluded with regard to these shares,

specifically hedging or transferring risk, the respective limits and the respective proportion represented of total annual remuneration.

In the Company, the variable remuneration includes no component consisting of shares.

74. Criteria applied in allocating variable remuneration in options and indication of the deferral period.

In the Company, the variable remuneration includes no component consisting of shares.

75. Main parameters and grounds for any annual bonus system and any other non-cash benefits.

The criteria for setting annual bonuses are those relating to the variable remuneration as described in item 2 of chapter VI of the Remuneration Policy Statement, and in item 25 above, and no other non-cash benefits are allocated.

76. Main features of complementary or early retirement schemes for directors, and the date of approval by the General Meeting for each individual.

There are no early retirement arrangements for Directors.

In 2019, a proposal was submitted to the Insurance and Pension Funds Supervisory Authority (“ASF”) to amend the Pension Fund Constitutive Contract, whereby the The Navigator Company Pension Plan is amended, leaving the Directors to be entitled to retirement supplement under the Plan, with effect from 19 July 2019. So far, ASF has yet to comment on this proposed amendment.

Therefore, under the terms of the Regulation of The Navigator Company Pension Plan (ex-Portucel SA Pension Plan) still in force, the Directors of the Company who receive as such, and who have fulfilled, at least, a complete mandate under the statutory terms, are entitled, after retiring or in a situation of disability, if it occurs during the term of the mandate, to a monthly supplement of retirement pension for old age or disability, respectively.

If the disability occurs after the term of office, the members in question of the Board of Directors will only be entitled to the disability pension supplement if they are awarded the corresponding disability pension by the Social Security authority with which they are enrolled, and if so requested from the Company.

This complementary pension is set on the basis of a formula which considers gross monthly remuneration and length of service; no less than 10 years’ service is required and no more than 30 years’ service will be considered.

On 31 December 2018, Manuel Soares Ferreira Regalado was the only Director who benefited from The Navigator Company’s Pension Plan.

In addition, the Board members Eng. António José Pereira Redondo and Eng. Adriano Augusto da Silva Silveira are participants in the pension plan of Navigator Brands, SA, one of the Company’s subsidiaries, in their capacity as Employees of that company before holding management positions.

Due to the specific nature of the Navigator Group’s pension plan, to date, the General Meeting has in no way intervened in approving the main characteristics of the specific rules applicable to Directors’ retirement.

In this regard, it should be noted that the Company was a public company until 1991, with the activity and form of operation regulated by the special law applicable to this type of companies, and it was in this period that the specific rules applied to the retirement of members of the Board were approved.

However, it is important to mention that the retirement pension supplement plans in force in the Company are described in note 27 of the annexes to the consolidated accounts for the year, which are part of the Report and Accounts subject to approval by the General Meeting.

IV. Disclosure of Remuneration

77. Indication of the annual amount of remuneration earned, in aggregate and individual form, by the members of the management bodies of the company, from the company, including fixed and variable remuneration and, in relation to this, mention of the different components that gave rise to it.

variable compensation was paid in 2019 but concerns performance in 2018, by Company directors, from Navigator. Fixed and variable components are indicated, but not the different components which originated the variable compensation, since the variable component is defined as a whole, considering the elements explained in the Remuneration Policy of the Remuneration Committee, not identifying components.

Below is set out the amount of compensation paid to board members in 2019, whereas

VALUE IN EUROS

BOARD OF DIRECTORS	FIXED REMUNERATION		VARIABLE REMUNERATION	
	VALUE	RELATIVE PERCENTAGE	VALUE	RELATIVE PERCENTAGE
António José Pereira Redondo	319,203.08	36.78%	548,701.74	63.22%
Navigator	0.00	0.00%	25,000.00	100.00%
Subsidiaries	319,203.08	37.87%	523,701.74	62.13%
Diogo António Rodrigues da Silveira	259,032.78	28.39%	653,533.55	71.61%
Navigator	259,032.78	67.45%	125,000.00	32.55%
Subsidiaries	0.00	0.00%	528,533.55	100.00%
Luís Alberto Caldeira Deslandes	77,000.00	100.00%	0.00	0.00%
Navigator	77,000.00	100.00%	0.00	0.00%
Subsidiaries	0.00	0.00%	0.00	0.00%
Adriano Augusto da Silva Silveira	297,108.00	100.00%	0.00	0.00%
Navigator	0.00	0.00%	0.00	0.00%
Subsidiaries	297,108.00	100.00%	0.00	0.00%
João Paulo Araújo Oliveira	319,189.74	39.67%	485,485.28	60.33%
Navigator	319,189.74	80.97%	75,000.00	19.03%
Subsidiaries	0.00	0.00%	410,485.28	100.00%
José Fernando Morais Carreira de Araújo	319,213.16	38.21%	516,187.39	61.79%
Navigator	0.00	0.00%	25,000.00	100.00%
Subsidiaries	319,213.16	39.39%	491,187.39	60.61%
Manuel Soares Ferreira Regalado	77,000.00	100.00%	0.00	0.00%
Navigator	77,000.00	100.00%	0.00	0.00%
Subsidiaries	0.00	0.00%	0.00	0.00%
Maria Teresa Aliu Presas	56,023.29	100.00%	0.00	0.00%
Navigator	56,023.29	100.00%	0.00	0.00%
Subsidiaries	0.00	0.00%	0.00	0.00%
Mariana Rita Antunes Marques dos Santos Belmar da Costa	76,395.40	100.00%	0.00	0.00%
Navigator	76,395.40	100.00%	0.00	0.00%
Subsidiaries	0.00	0.00%	0.00	0.00%
Nuno Miguel Moreira de Araújo Santos	319,198.74	43.45%	415,446.87	56.55%
Navigator	319,198.74	80.97%	75,000.00	19.03%
Subsidiaries	0.00	100.00%	340,446.87	100.00%
Sandra Maria Soares Santos	56,023.29	100.00%	0.00	0.00%
Navigator	56,023.29	100.00%	0.00	0.00%
Subsidiaries	0.00	0.00%	0.00	0.00%
Vítor Manuel Galvão Rocha Novais Gonçalves	98,000.00	100.00%	0.00	0.00%
Navigator	98,000.00	100.00%	0.00	0.00%
Subsidiaries	0.00	0.00%	0.00	0.00%

This information is in the proposal for a Statement on the Remuneration Policy, of the Remuneration Committee to be submitted to the annual General Meeting of Shareholders, to take place this year.

78. Amounts paid on any basis by other controlled, controlling or group companies or companies under common control.

Below is indicated the amount of remuneration earned at SEMAPA by the directors in common with Navigator, in 2019.

VALUE IN EUROS

	FIXED ANNUAL REMUNERATION	FIXED VARIABLE REMUNERATION
João Nuno de Sottomayor Pinto de Castello Branco	761,199.25	688,622.85
José Miguel Pereira Gens Paredes	315,969.50	567,863.64
Paulo Miguel Garcês Ventura	192,012.60	512,810.56
Ricardo Miguel dos Santos Pacheco Pires	315,969.50	557,559.56
Vítor Manuel Galvão Rocha Novais Gonçalves	77,825.00	N/A

79. Remuneration paid in the form of profit sharing and/or payment of bonuses, and the grounds on which these bonuses and/or profit sharing were granted.

There was no remuneration in the Company in the form of profit sharing during the period in question. The remuneration policy establishes the criteria in force to assigning variable remuneration, and annual bonuses are assigned on the basis of the Company's results in each period, in conjunction with the merit and performance assessment of each specific Director.

80. Compensation paid or due to former executive directors for their dismissal during the year.

No compensation was paid during the year, nor is any compensation due, to former executive directors for their dismissal.

81. Indication of the annual remuneration earned, on an aggregate and individual basis, by the members of the Company's supervisory bodies, for the purposes of Law 28/2009 of 19 June.

VALUE IN EUROS

AUDIT BOARD	FIXED REMUNERATION		VARIABLE REMUNERATION	
	VALUE	RELATIVE PERCENTAGE	VALUE	RELATIVE PERCENTAGE
José Manuel Vitorino	21,994	100%	0	0%
Gonçalo Picão Caldeira	16,002	100%	0	0%
Maria Graça Gonçalves	16,002	100%	0	0%

The chart above indicates the annual amount corresponding to the period in which members of the Audit Board performed their functions.

This information is in the proposal for a Statement on the Remuneration Policy, of the remuneration Committee to be submitted to the annual General Meeting of Shareholders, to take place this year.

82. Indication of remuneration earned in the reporting period by the Chairman of the General Meeting.

The Chairman of the General Meeting only receives a fixed remuneration.

In 2019, the Chairman of the General Meeting earned remuneration of 3,000 euros (three thousand euros).

This information is in the proposal for a Statement on the Remuneration Policy, of the remuneration Committee to be submitted to the annual General Meeting of Shareholders, to take place this year.

V. Agreements With Implications for Remuneration

83. Contractual limits on severance pay for directors, and the respective relationship with the variable remuneration component.

As stated in Annex II to this Report, no agreements exist or have ever been established by the Remuneration Committee on severance pay for the Company's directors, with or without just cause. Accordingly, termination of functions before the end of the mandate does not originate, directly or indirectly, payment of any amount to the board member other than those provided for by Law.

84. Reference to the existence and description, with indication of the amounts involved, of agreements between

the company and the members of the management body and directors, as defined by article 248-B (3) of the Securities Code, which provide for compensation in the event of dismissal, unfair dismissal or termination of employment as a result of a change in control of the company. (article 245-A, (1) (l)).

There are no agreements between the Company and Board members or managers, as defined by article 248-B (3) of the Securities Code, which provide for compensation in the event of resignation, dismissal without due cause or termination of employment contract as a result of a change of control of the Company.

VI. Stocks or Stock Option Plans

85. Identification of plan and beneficiaries.

Does not apply, since no remuneration is paid through stocks or stock option plans.

86. Description of plan (terms of allocation, non-transfer of share clauses, criteria on the price of shares and the price of exercising options, the period during which the options may be exercised, the characteristics of the shares to be distributed, the existence of incentives to purchase shares and/or exercise options).

Does not apply, since no remuneration is paid through stocks or stock option plans.

87. Stock-option rights for which the company's workers and Employees are the beneficiaries.

Does not apply, since no remuneration is paid through stocks or stock option plans.

88. Control mechanisms in an employee ownership scheme insofar as voting rights are not directly exercised by Employees (article 245-A (1) (e)).

Does not apply, since no remuneration is paid through stocks or stock option plans.

E. RELATED PARTY TRANSACTIONS

I. Control mechanisms and procedures

89. Procedures implemented by the Company for controlling related party transactions (reference is made for this purpose to the concept deriving from IAS 24).

On 10 December 2019, the Board of Directors approved an amendment to the Regulation

on Conflicts of Interest and Related Party Transactions approved on 13 December 2018 with the favourable opinion of the Supervisory Board, through which the rules were defined relating to conflicts of interest and transactions with related parties, to which the Company is party, and creating new rules

in this domain. These Regulations supplement internal mechanisms which the Company has in place for the purposes of complying with international accounting standards (IAS 24 - Related Party Disclosures), and shall apply notwithstanding the obligations of the Company and its managers with regard to insider information, the legal scheme for company business deals with directors, as defined in article 397 of the Companies Code, and rules of procedure relating to the Internal Whistleblowing Regulations and other legislation applicable in this regard.

Such regulations are available for consultation on the company website (<http://www.thenavigatorcompany.com/Investidores/Governo-da-Sociedade>).

For the purposes of these Regulations on Conflict of Interest and Related Party Transactions, transactions between the company and related party classified as such under the terms and for purposes of the international accounting standard IAS 24 are subject to the following procedures of approval:

1. The following Related Party Transactions are approved by the Executive Committee:

- a) Loans made to the Company by its shareholder companies, with a value equal to or less than one hundred million euros;
- b) Transactions under the tax regime for groups of companies, with a value equal to or less than one hundred million euros;
- c) Transactions carried out with controlled companies that consolidate accounts with the Company, of annual or individual value, equal to or less than two percent of the controlled company's turnover, calculated in accordance with the latest approved annual accounts;
- d) Loans to controlled companies that consolidate accounts with the Company and, as well as their debt subscription, (i) with a term of less than six months, (ii) individual or accumulated annual value, less than one fifth of the company's turnover respective of the controlled company, calculated in accordance with the latest approved annual accounts, and which does not exceed one hundred million euros, and (iii) provided that the controlled company provides credit lines for the repayment of the operation; and
- e) Any other Transactions whose annual

or individual value is less than or equal to one million euros.

2. Under the terms and for the purposes of the application of items c) to e) of the previous paragraph, the annual accumulated values provided therein are computed by reference to the economic year.
3. Transactions that do not fall within the scope of the previous number one are approved by resolution of the Board of Directors preceded by a favourable opinion from the Supervisory Board.
4. Only Transactions carried out under market conditions are permitted and if there is a justified interest of the Company.

The Board of Directors is informed every six months on the resolutions relating to Transactions in which it has not participated.

The Executive Committee must, at least every six months, inform the Supervisory Board of all businesses included in the above paragraphs 1 and 3.

It is the responsibility of the Company's officers who intervene in the formalisation of Transactions to ensure that these Transactions are previously submitted to the deliberations provided for in the aforementioned Regulation.

The formalisation and execution of the resolutions relating to Transactions must be subject to the framework regarding the conditions provided for in these Regulations and special monitoring by the Executive Committee.

90. Indication of transactions subject to control in the reporting period.

In 2019, there were no other transactions subject to control given that, in accordance with the criteria referred to in item 91 below, none of the Company's transactions with qualifying shareholders or any other related entities, under article 20 of the Securities Code, were subject to prior clearance by the Supervisory Board.

It should also be noted that there was no business between the Company and qualifying shareholders outside normal market conditions.

91. Description of the procedures and criteria applicable to intervention by the

supervisory body for the purposes of prior evaluation of transactions to be carried out between the Company and qualifying shareholders or related entities, under article 20 of the Securities Code.

purposes of prior evaluation of transactions to be carried out between the Company and qualifying shareholders or related entities, under article 20 of the Securities Code, are described in item 89.

The procedures and criteria applicable to intervention by the supervisory body for the

II. Details of transactions

92. Indication of the place in the financial reports and account where information is available on related party transactions, in accordance with IAS 24, or, alternatively, reproduction of this information.

The information available on related party transactions is included in the Company's Report and Accounts, in no. 36 of the Notes to the Consolidated Financial Statements.

PART II - ASSESSMENT OF CORPORATE GOVERNANCE

1. IDENTIFICATION OF THE CORPORATE GOVERNANCE CODE ADOPTED

The Corporate Governance Code to which the company is subject or has voluntarily decided to be subject to, under the terms and for the purposes of art. 2 of this Regulation, must be identified.

Furthermore, the place where the texts of the corporate governance codes to which the issuer is subject should also be indicated (art. 245-A, (1) (p)).

In 2018, Navigator adopted the Corporate Governance Code of the Portuguese Institute of Corporate Governance (“Instituto Português de Corporate Governance”, or “IPCG”) of 2018, taking into consideration the revocation of CMVM’s Corporate Governance Code (CMVM Regulation no. 4/2013) which the Company had adopted.

The adopted Code is disclosed by IPCG and may be consulted on its website, at https://cgov.pt/images/ficheiros/2018/codigo_de_governo_das_sociedades_ipcg_vf.pdf.

2. ANALYSIS OF COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE ADOPTED

Under the terms of article 245-A (1) (o), a declaration on the acceptance of the corporate governance code to which the issuer is subject must be included, specifying the possible parts of that code from which it differs and the reasons for the divergence.

The information to be submitted should include, for each recommendation:

- a) Information to assess compliance with the recommendation or reference to the point in the report where the issue is dealt with in detail (chapter, title, point, page);
- b) Justification for possible non-compliance or partial compliance;
- c) In case of non-compliance or partial compliance, identification of any alternative mechanism adopted by the company for the purpose of pursuing the same objective as the recommendation.

3. OTHER INFORMATION

The company must provide any additional elements or information that, not being included in the previous numbers, are relevant to the understanding of the governance model and practices adopted.

RECOMMENDATIONS	ADOPTION	COMMENTS
Chapter I – GENERAL PROVISIONS		
GENERAL PRINCIPLE:		
Corporate Governance should promote and enhance the performance of companies, as well as of the capital markets, and strengthen the trust of Investors, Employees and the general public in the quality and transparency of management and supervision, as well as in the sustained development of the companies.		
I.1. Company’s relationship with investors and disclosure		
PRINCIPLE:		
Companies, in particular its directors, should treat shareholders and other investors equitably, namely by ensuring mechanisms and procedures are in place for the suitable management and disclosure of information.		
Recommendations:		
I.1.1. The Company should establish mechanisms to ensure, in a suitable and rigorous form, the production, management and timely disclosure of information to its governing bodies, shareholders, investors and other stakeholders, financial analysts, and to the markets in general.	ADOPTED	Part I no. 21, 22, 38 and 56 to 65..
I.2. Diversity in the composition and functioning of the company’s governing bodies		
PRINCIPLES:		
I.2.A Companies ensure diversity in the composition of its governing bodies, and the adoption of requirements based on individual merit, in the appointment procedures that are exclusively within the powers of the shareholders.		

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RECOMMENDATIONS:	ADOPTION	COMMENTS
I.2.B Companies should be provided with clear and transparent decision structures and ensure a maximum effectiveness of the functioning of their governing bodies and committees.		
RECOMMENDATIONS:	ADOPTION	COMMENTS
I.2.1. Companies should establish standards and requirements regarding the profile of new members of their governing bodies, which are suitable according to the roles to be carried out. Besides individual attributes (such as competence, independence, integrity, availability, and experience), these profiles should take into consideration general diversity requirements, with particular attention to gender diversity, which may contribute to a better performance of the governing body and to the balance of its composition.	NOT ADOPTED	Explanation of recommendations not adopted below
I.2.2. The company's managing and supervisory boards, as well as their committees, should have internal regulations – namely regulating the performance of their duties, their Chairmanship, periodicity of meetings, their functioning and the duties of their members – and detailed minutes of the meetings of each of these bodies should be carried out.	ADOPTED	Part I no. 21, 22, 23, 27, 34, 35 and 38.
I.2.3. The internal regulations of the governing bodies – the managing body, the supervisory body and their respective committees – should be disclosed, in full, on the company's website.	ADOPTED	Part I no. 22, 27, 34 and 61
I.2.4. The composition, the number of annual meetings of the managing and supervisory bodies, as well as of their committees, should be disclosed on the company's website.	ADOPTED	Part I no. 17, 23, 27, 29, 31 and 35, 67
I.2.5. The company's internal regulations should provide for the existence and ensure the functioning of mechanisms to detect and prevent irregularities, as well as the adoption of a policy for the communication of irregularities (whistleblowing) that guarantees the suitable means of communication and treatment of those irregularities, but safeguarding the confidentiality of the information transmitted and the identity of its provider, whenever such confidentiality requested.	ADOPTED	Part I no. 49
I.3. Relationships between the company bodies		
PRINCIPLE:		
Members of the company's boards, especially directors, should create, considering the duties of each of the boards, the appropriate conditions to ensure balanced and efficient measures to allow for the different governing bodies of the company to act in a harmonious and coordinated way, in possession of the suitable amount of information in order to carry out their respective duties.		
Recommendations:		
I.3.1. The bylaws, or other equivalent means adopted by the company, should establish mechanisms that, within the limits of applicable laws, permanently ensure the members of the managing and supervisory boards are provided with access to all the information and company's collaborators, in order to appraise the performance, current situation and perspectives for further developments of the company, namely including minutes, documents supporting decisions that have been taken, calls for meetings, and the archive of the meetings of the managing board, without impairing the access to any other documents or people that may be requested for information.	ADOPTED	Part I no. 21, 22 and 38
I.3.2. Each of the company's boards and committees should ensure the timely and suitable flow of information, especially regarding the respective calls for meetings and minutes, necessary for the exercise of the competences, determined by law and the bylaws, of each of the remaining boards and committees.	ADOPTED	Part I no. 21, 22, 27 and 38
I.4. Conflicts of interest		
PRINCIPLE:		
The existence of current or potential conflicts of interest, between members of the company's boards or committees and the company, should be prevented. The non-interference of the conflicted member in the decision process should be guaranteed.		
Recommendations:		
I.4.1. The duty should be imposed, to the members of the company's boards and committees, of promptly informing the respective board or committee of facts that could constitute or give rise to a conflict between their interests and the company's interest.	ADOPTED	Part I no. 89
I.4.2. Procedures should be adopted to guarantee that the member in conflict does not interfere in the decision-making process, without prejudice to the duty to provide information and other clarifications that the board, the committee or their respective members may request.	ADOPTED	Part I no. 89
I.5. Related party transactions		
PRINCIPLE:		
Due to the potential risks that they may hold, transactions with related parties should be justified in the interest of the company and carried out under market conditions, subject to principles of transparency and adequate supervision.		
Recommendations:		
I.5.1. The managing body should define, in accordance with a previous favourable and binding opinion of the supervisory body, the type, the scope and the minimum individual or aggregate value of related party transactions that: (i) require the previous authorisation of the managing board, and (ii) due to their increased value require an additional favourable report of the supervisory body.	ADOPTED	Part I no. 38 and 89 to 91

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RECOMMENDATIONS:	ADOPTION	COMMENTS
I.5.2. The managing body should report all the transactions contained in Recommendation 1.5.1. to the supervisory body, at least every six months.	ADOPTED	Part I no. 89 to 91

Chapter II - SHAREHOLDERS AND GENERAL MEETINGS

PRINCIPLE:

- II.A** As an instrument for the efficient functioning of the company and the fulfilment of the corporate purpose of the company, the suitable involvement of the shareholders in matters of corporate governance is a positive factor for the company's governance.
- II.B** The company should stimulate the personal participation of shareholders in general meetings, which is a space for communication by the shareholders with the company's boards and committees and also of reflection about the company itself.
- II.C** The company should also allow the participation of its shareholders in the general meeting through digital means, postal votes and, especially, electronic votes, unless this is deemed to be disproportionate, namely taking into account the associated costs.

Recommendations:

II.1. The company should not set an excessively high number of shares to confer voting rights, and it should make its choice clear in the corporate governance report every time its choice entails a diversion from the general rule: that each share has a corresponding vote.	ADOPTED	Part I no. 12 and 13
II.2. The company should not adopt mechanisms that make decision making by its shareholders (resolutions) more difficult, specifically, by setting a quorum higher than that established by law.	ADOPTED	Part I no. 14
II.3. The company should implement adequate means for the exercise of voting rights through postal votes, including by electronic means.	ADOPTED	Part I no. 12
II.4. The company should implement adequate means in order for its shareholders to be able to digitally participate in general meetings.	NOT ADOPTED	Explanation of recommendations not adopted below
II.5. The bylaws, which specify the limitation of the number of votes that can be held or exercised by a sole shareholder, individually or in coordination with other shareholders, should equally provide that, at least every 5 years, the amendment or maintenance of this rule will be subject to a shareholder resolution – without increased quorum in comparison to the legally established – and in that resolution, all votes cast will be counted without observation of the imposed limits.	NOT APPLICABLE	Part I nos. 5, 13 and 14
II.6. The company should not adopt mechanisms that imply payments or assumption of fees in the case of the transfer of control or the change in the composition of the managing body, and which are likely to harm the free transferability of shares and a shareholder assessment of the performance of the members of the managing body.	ADOPTED	Part I no. 4, 83 and 84

Chapter III - NON-EXECUTIVE MANAGEMENT, MONITORING AND SUPERVISION

PRINCIPLES:

- III.A** The members of governing bodies who possess non-executive management duties or monitoring and supervisory duties should, in an effective and judicious manner, carry out monitoring duties and incentivise executive management for the full accomplishment of the corporate purpose, and such performance should be complemented by committees for areas that are central to corporate governance.
- III.B** The composition of the supervisory body and the non-executive directors should provide the company with a balanced and suitable diversity of skills, knowledge, and professional experience.
- III.C** The supervisory body should carry out a permanent oversight of the company's managing body, also in a preventive perspective, following the company's activity and, in particular, the decisions of fundamental importance.

Recommendations

III.1. Without prejudice to question the legal powers of the chair of the managing body, if he or she is not independent, the independent directors should appoint a coordinator (lead independent director), from amongst them, namely, to: (i) act, when necessary, as an interlocutor near the chair of the board of directors and other directors, (ii) make sure there are the necessary conditions and means to carry out their functions; and (iii) coordinate the independent directors in the assessment of the performance of the managing body, as established in recommendation V.11.	NOT ADOPTED	Explanation of recommendations not adopted below
III.2. The number of non-executive members in the managing body, as well as the number of members of the supervisory body and the number of the members of the committee for financial matters should be suitable for the size of the company and the complexity of the risks intrinsic to its activity, but sufficient to ensure, with efficiency, the duties which they have been attributed.	ADOPTED	Part I no. 18, 30, 31, 50, 51 and 54
III.3. In any case, the number of non-executive directors should be higher than the number of executive directors.	ADOPTED	Part I no. 18

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RECOMMENDATIONS:	ADOPTION	COMMENTS
<p>III.4. Each company should include a number of non-executive directors that corresponds to no less than one third, but always plural, who satisfy the legal requirements of independence. For the purposes of this recommendation, an independent person is one who is not associated with any specific group of interest of the company, nor under any circumstance likely to affect his/her impartiality of analysis or decision, namely due to:</p> <ul style="list-style-type: none"> i. Having carried out functions in any of the company's bodies for more than twelve years, either on a consecutive or non-consecutive basis; ii. Having been a prior staff member of the company or of a company which is considered to be in a controlling or group relationship with the company in the last three years; iii. Having, in the last three years, provided services or established a significant business relationship with the company or a company which is considered to be in a controlling or group relationship, either directly or as a shareholder, director, manager or officer of the legal person; iv. Being a beneficiary of remuneration paid by the company or by a company which is considered to be in a controlling or group relationship other than the remuneration resulting from the exercise of a director's duties; v. Living in a non-marital partnership or having been the spouse, relative or next of kin up to and including the third degree of collateral affinity of company directors or of natural persons who are direct or indirect holders of qualifying holdings, or vi. Being a qualified holder or representative of a shareholder of qualifying holding. 	ADOPTED	Part I no. 18
<p>III.5. The provisions of (i) of recommendation III.4 does not inhibit the qualification of a new director as independent if, between the termination of his/her functions in any of the company's bodies and the new appointment, a period of 3 years has elapsed (cooling-off period).</p>	NOT APPLICABLE	Part I no. 18
<p>III.6. Non-executive directors should participate in the definition, by the managing body, of the strategy, main policies, business structure and decisions that should be deemed strategic for the company due to their amount or risk, as well as in the assessment of the accomplishment of these actions.</p>	ADOPTED	Part I no. 21 and 22
<p>III.7. The supervisory body should, within its legal and statutory competences, collaborate with the managing body in defining the strategy, main policies, business structure and decisions that should be deemed strategic for the company due to their amount or risk, as well as in the assessment of the accomplishment of these actions.</p>	NOT APPLICABLE	Not applicable
<p>III.8. The supervisory body, in observance of the powers conferred to it by law, should, in particular, monitor, evaluate, and pronounce itself on the strategic lines and the risk policy defined by the managing body.</p>	ADOPTED	Part I no. 38
<p>III.9. Companies should create specialised internal committees that are adequate to their dimension and complexity, separately or cumulatively covering matters of corporate governance, remuneration, performance assessment, and appointments.</p>	ADOPTED	Part I no. 27 and 29
<p>III.10. Risk management systems, internal control and internal audit systems should be structured in terms adequate to the dimension of the company and the complexity of the inherent risks of the company's activity.</p>	ADOPTED	Part I no. 50, 51, 52, 53, 54 and 55
<p>III.11. The supervisory body and the committee for financial affairs should supervise the effectiveness of the systems of risk management, internal control and internal audit, and propose adjustments where they are deemed to be necessary.</p>	ADOPTED	Part I no. 38, 50 and 54
<p>III.12. The supervisory body should provide its view on the work plans and resources of the internal auditing service, including the control of compliance with the rules applied to the company (compliance services) and of internal audit, and should be the recipient of the reports prepared by these services, at least regarding matters related with approval of accounts, the identification and resolution of conflicts of interest, and the detection of potential irregularities.</p>	ADOPTED	Part I no. 37, 38, 45, 49 and 50

Chapter IV – EXECUTIVE MANAGEMENT

PRINCIPLES:

IV.A As way of increasing the efficiency and the quality of the managing body's performance and the suitable flow of information in the board, the daily management of the company should be carried out by directors with qualifications, powers and experience suitable for the role. The executive board is responsible for the management of the company, pursuing the company's objectives and aiming to contribute towards the company's sustainable development.

IV.B In determining the number of executive directors, it should be taken into account, besides the costs and the desirable agility in the functioning of the executive board, the size of the company, the complexity of its activity, and its geographical spread.

Recommendations:

IV.1. The managing body should approve, by internal regulation or equivalent, the rules regarding the action of the executive directors and how these are to carry out their executive functions in entities outside of the group.

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RECOMMENDATIONS:	ADOPTION	COMMENTS
IV.2. The managing body should ensure that the company acts consistently with its objects and does not delegate powers, namely, in what regards: i. the definition of the strategy and main policies of the company; ii. the organisation and coordination of the business structure; iii. matters that should be considered strategic in virtue of the amounts involved, the risk, or special characteristics.	ADOPTED	Part I no. 21 and 22
IV.3. In matters of risk assumption, the managing body should set objectives and look after their accomplishment.	ADOPTED	Part I no. 50 and 55
IV.4. The supervisory board should be internally organised, implementing mechanisms and procedures of periodic control that seek to guarantee that risks which are effectively incurred by the company are consistent with the company's objectives, as set by the managing body.	ADOPTED	Part I no. 38, 50 and 54

Chapter V - EVALUATION OF PERFORMANCE, REMUNERATION AND APPOINTMENT

V.1 Annual evaluation of performance

PRINCIPLES:

The company should promote the assessment of performance of the executive board and of its members individually, and also the assessment of the overall performance of the managing body and its specialised committees.

Recommendations:

V.1.1. The managing body should annually evaluate its performance as well as the performance of its committees and delegated directors, taking into account the accomplishment of the company's strategic plans and budget plans, the risk management, the internal functioning and the contribution of each member of the body to these objectives, as well as the relationship with the company's other bodies and committees.	ADOPTED	Part I no. 22, 24 and 25
V.1.2. The supervisory body should supervise the company's management, especially, by annually assessing the accomplishment of the company's strategic plans and of the budget, the risk management, the internal functioning and the contribution of each member of the body to these objectives, as well as the relationship with the company's other bodies and committees.	ADOPTED	Part I no. 24, 25, 38 and 50

V.2 Remuneration

PRINCIPLE:

The remuneration policy of the members of the managing and supervisory boards should allow the company to attract qualified professionals at an economically justifiable cost in relation to its financial situation, induce the alignment of the member's interests with those of the company's shareholders — taking into account the wealth effectively created by the company, its financial situation and the market's — and constitute a factor of development of a culture of professionalisation, promotion of merit and transparency within the company.

Recommendations:

V.2.1. The remuneration should be set by a committee, the composition of which should ensure its independence from management.	ADOPTED	Part I no. 27, 66 and 67
V.2.2. The remuneration committee should approve, at the start of each term of office, execute, and annually confirm the company's remuneration policy for the members of its boards and committees, including the respective fixed components. As to executive directors or directors periodically invested with executive duties, in the case of the existence of a variable component of remuneration, the committee should also approve, execute, and confirm the respective criteria of attribution and measurement, the limitation mechanisms, the mechanisms for deferral of payment, and the remuneration mechanisms based on the allocation of options and shares of the company.	PARTIALLY ADOPTED	Part I no. 69 to 75, Annex II Explanation of recommendations not adopted below
V.2.3. The statement on the remuneration policy of the managing and supervisory bodies, pursuant to article 2 of Law no. 28/2009, 19 th June, should additionally contain the following:	ADOPTED	Part I no. 77, 81 and 82
i. The total remuneration amount itemised by each of its components, the relative proportion of fixed and variable remuneration, an explanation of how the total remuneration complies with the company's remuneration policy, including how it contributes to the company's performance in the long run, and information about how the performance requirements were applied;		
ii. Remunerations from companies that belong to the same group as the company;	ADOPTED	Part I no. 78
iii. The number of shares and options on shares granted or offered, and the main conditions for the exercise of those rights, including the price and the exercise date and any change in these conditions;	NOT APPLICABLE	Part I no. 73, 74, 85, 86, Annex II
iv. Information on the possibility to request the reimbursement of variable remuneration;	ADOPTED	Part I no. 69 and 71 and Annex II
v. Information on any deviation from the procedures for the application of the approved remuneration policies, including an explanation of the nature of the exceptional circumstances and the indication of the specific elements subject to derogation;	ADOPTED	Part I no. 69 and Annex II
vi. Information on the enforceability or non-enforceability of payments claimed in regard to the termination of office by directors.	ADOPTED	Parte I n.º 69, 80 e Anexo II

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RECOMMENDATIONS:	ADOPTION	COMMENTS
V.2.4. For each term of office, the remuneration committee should also approve the directors' pension benefit policies, when provided for in the bylaws, and the maximum amount of all compensations payable to any member of a board or committee of the company due to the respective termination of office.	NOT APPLICABLE	Part I no. 70, 76 and 80
V.2.5. In order to provide information or clarifications to shareholders, the chair or, in case of his/her impediment, another member of the remuneration committee should be present at the annual general meeting, as well as at any other, whenever the respective agenda includes a matter linked with the remuneration of the members of the company's boards and committees or, if such presence has been requested by the shareholders.	ADOPTED	Part I no. 29 and 66
V.2.6. Within the company's budgetary limitations, the remuneration committee should be able to decide, freely, on the hiring by the company of necessary or convenient consulting services to carry out the committee's duties. The remuneration committee should ensure that the services are provided independently and that the respective providers do not provide other services to the company, or to others in controlling or group relationship, without the express authorisation of the Committee.	ADOPTED	Part I no. 29 and 67

V.3 Director remuneration

PRINCIPLE:

Directors should receive compensation:

- i) that suitably remunerates the responsibility taken, the availability and the competences placed at the disposal of the company;
- ii) that guarantees a performance aligned with the long-term interests of the shareholders, as well as others expressly defined by them; and
- iii) that rewards performance

Recommendations:

V.3.1. Taking into account the alignment of interests between the company and the executive directors, a part of their remuneration should be of a variable nature, reflecting the sustained performance of the company, and not stimulating the assumption of excessive risks.	ADOPTED	Part I no. 70, 71 and 75 Annex II
V.3.2. A significant part of the variable component should be partially deferred in time, for a period of no less than three years, thereby connecting it to the confirmation of the sustainability of the performance, in the terms defined by a company's internal regulation.	NOT ADOPTED	Explanation of recommendations not adopted below
V.3.4. When variable remuneration includes the allocation of options or other instruments directly or indirectly dependent on the value of shares, the start of the exercise period should be deferred in time for a period of no less than three years.	NOT APPLICABLE	Part I no. 73 and 74
V.3.5. The remuneration of non-executive directors should not include components dependent on the performance of the company or on its value.	ADOPTED	Part I no. 71
V.3.6. The company should be provided with suitable legal instruments so that the termination of a director's time in office before its term does not result, directly or indirectly, in the payment to such director of any amounts beyond those foreseen by law, and the company should explain the legal mechanisms adopted for such purpose in its governance report.	ADOPTED	Part I no. 83 and 84

V.4. Appointments

PRINCIPLE:

Regardless of the manner of appointment, the profile, the knowledge, and the curriculum of the members of the company's governing bodies, and of the executive staff, should be suited to the functions carried out.

Recommendations:

V.4.1. The company should, in terms that it considers suitable, but in a demonstrable form, promote that proposals for the appointment of members of the company's governing bodies are accompanied by a justification in regard to the suitability of the profile, the skills and the curriculum vitae for the duties to be carried out.	NOT ADOPTED	Explanation of recommendations not adopted below
V.4.2. The overview and support to the appointment of members of senior management should be attributed to a nomination committee, unless this is not justified by the company's size.	ADOPTED	Part I no. 29
V.4.3. This nomination committee includes a majority of non-executive, independent members.	NOT ADOPTED	Explanation of recommendations not adopted below
V.4.4. The nomination committee should make its terms of reference available, and should foster, 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, who are best suited to the demands of the functions to be carried out, and who will best promote, within the organisation, a suitable diversity, including gender diversity.	ADOPTED	Part I no. 29

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Chapter VI – RISK MANAGEMENT

PRINCIPLE:

Based on its mid and long-term strategies, the company should establish a system of risk management and control, and of internal audit, which allow for the anticipation and minimisation of risks inherent to the company's activity.

Recommendations:

VI.1. The managing body should debate and approve the company's strategic plan and risk policy, which should include a definition of the levels of risk considered acceptable.	ADOPTED	Part I no. 50, 54
VI.2. Based on its risk policy, the company should establish a system of risk management, identifying (i) the main risks it is subject to in carrying out its activity; (ii) the probability of occurrence of those risks and their respective impact; (iii) the devices and measures to adopt towards their mitigation; (iv) the monitoring procedures, aiming at their accompaniment; and (v) the procedure for control, periodic evaluation and adjustment of the system.	ADOPTED	Part I no. 38, 50, 53 and 54.
VI.3. The company should annually evaluate the level of internal compliance and the performance of the risk management system, as well as future perspectives for amendments of the structures of risk previously defined.	ADOPTED	Part I no. 38, 50, 53, 54.

Chapter VII – FINANCIAL STATEMENTS AND ACCOUNTING

VII.1 Financial Information

PRINCIPLES:

VII.A The supervisory body should, with independence and in a diligent manner, ensure that the managing body complies with its duties when choosing appropriate accounting policies and standards for the company, and when establishing suitable systems of financial reporting, risk management, internal control, and internal audit.

VII.B The supervisory body should promote an adequate coordination between the internal audit and the statutory audit of accounts.

Recommendations

VII.1.1. The supervisory body's internal regulation should impose the obligation to supervise the suitability of the preparation process and the disclosure of financial information by the managing body, including suitable accounting policies, estimates, judgments, relevant disclosure and its consistent application between financial years, in a duly documented and communicated form.	ADOPTED	Part I no. 38
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VII.2 Legal review and auditing

PRINCIPLE:

The supervisory body should establish and monitor clear and transparent formal procedures on the form of selection of the company's statutory auditor and on their relationship with the company, as well as on the supervision of compliance, by the auditor, with rules regarding independence imposed by law and professional regulations.

Recommendations:

VII.2.1. Through the use of internal regulations, the supervisory body should define:		
i. The criteria and the process of selection of the statutory auditor;	ADOPTED	Part I no. 38
ii. The methodology of communication between the company and the statutory auditor;	ADOPTED	Part I no. 38
iii. The monitoring procedures destined to ensure the independence of the statutory auditor;	ADOPTED	Part I nos. 37, 38 and 46
iv. The services, besides those of accounting, which may not be provided by the statutory auditor.	ADOPTED	Part I no. 46
VII.2.2. The supervisory body should be the main interlocutor of the statutory auditor in the company and the first recipient of the respective reports, having the powers, namely, to propose the respective remuneration and to ensure that adequate conditions for the provision of services are ensured within the company.	ADOPTED	Part I no. 38
VII.2.3. The supervisory body should annually assess the services provided by the statutory auditor, their independence and their suitability in carrying out their functions and propose their dismissal or the termination of their service contract by the competent body when this is justified for due cause.	ADOPTED	Part I no. 38
VII.2.4. The statutory auditor should, within their powers, verify the application of policies and systems of remuneration of governing bodies, the effectiveness and the functioning of the mechanisms of internal control, and report any irregularities to the supervisory body.	ADOPTED	Part I no. 54
VII.2.5. The statutory auditor should collaborate with the supervisory body, immediately providing information on the detection of any relevant irregularities as to the accomplishment of the duties of the supervisory body, as well as any difficulties encountered whilst carrying out their duties.	ADOPTED	Part I no. 38

Recommendation I.2.1. Companies should establish standards and requirements regarding the profile of new members of their governing bodies, which are suitable according to the roles to be carried out. Besides individual attributes (such as competence, independence, integrity, availability, and experience), these profiles should take into consideration general diversity requirements, with particular attention to gender diversity, which may contribute to a better performance of the governing body and to the balance of its composition.

As mentioned in paragraph 16 of Part I above, in 2019 the Board of Directors changed the Regulations of the Appointments and Appraisals Committee, now including in its powers, in matters of appointment: “assisting the Board of Directors in the identification and evaluation of the adequacy of the profile, knowledge, and curriculum of members of the governing bodies to be appointed”. Subsequently, the Company will establish criteria and requirements related to the profile of new members of the corporate bodies appropriate to the function to be performed, under the terms provided for in Recommendation I.2.1 of the IPCG Code, which will be taken into consideration in the next election of members of the corporate bodies.

These criteria and requirements will be defined, without prejudice to the fact that the Management understands that the judgment on the composition options of the governing bodies must be forwarded to the shareholders, under the Portuguese legislative system, which refers to the shareholders the composition of the bodies of the companies and the nature of the group to which Navigator belongs, with a concentration of the capital structure in a family group and members of boards of directors common to several related companies.

However, due to the different backgrounds, professional experiences and gender, it is considered that the set of Directors brings together the necessary suitability, experience, diversity and proved professional competence in order to ensure the adequacy of profiles, knowledge and curricula to the functions to be performed by these.

Therefore, it is understood that the objectives pursued by this IPCG Recommendation are duly and fully safeguarded.

II.4. The company should implement adequate means in order for its shareholders to be able to digitally participate in general meetings.

Taking into consideration the lack of any request or expression of interest, until the date hereof, by any shareholders, concerning the implementation of systems that allow for the digital participation in general meetings and since the Company has implemented mechanisms for voting by electronic mail and, conversely, such meetings have extended disclosure deadlines and flexible participation requirements – whereas it is estimated that, notably, where one vote corresponds to one share and short deadlines to evidence the position as shareholder and constitute attorneys – the Company believes that shareholders rights to be present in general meetings are already fully guaranteed and in very flexible terms.

Due to the above-mentioned reasons, the Company believes that presently the adoption of this recommendation is not justified, since the objectives underlying it have already been materially attained and the uncertainty as to the results of such system will not justify incurring in an additional administrative burden.

III.1. Without prejudice to question the legal powers of the chair of the managing body, if he or she is not independent, the independent directors should appoint a coordinator (lead independent director), from amongst them, namely, to: (i) act, when necessary, as an interlocutor near the chair of the board of directors and other directors, (ii) make sure there are the necessary conditions and means to carry out their functions; and (iii) coordinate the independent directors in the assessment of the performance of the managing body, as established in recommendation V.1.1.

Taking into consideration the specificities of the Company, notably its capital concentration and family owned nature, and the total number of non-executive directors, and, among these, independent directors, as well as the characteristics and position of the current Chairman of the Board of Directors, who is not a CEO (the lead independent director being the most used figure in other jurisdictions when the CEO and the chairman coincide), the Company believes that the appointment of a lead independent director would not be appropriate and would simply aim for the mere formal adoption

of this recommendation, with which the company does not agree.

In fact, and as has been mentioned in this report, the Company has implemented several rules and mechanisms which allow for a close and regular liaison between different members of the Board of Directors, notably in what concerns the Chairman and other directors, and the existence of required conditions and means for the performance of their functions.

Therefore, this recommendation is not formally adopted by the Company, although all its objectives are attained.

V.2.2. The remuneration committee should approve, at the start of each term of office, execute, and annually confirm the company's remuneration policy for the members of its boards and committees, including the respective fixed components. As to executive directors or directors periodically invested with executive duties, in the case of the existence of a variable component of remuneration, the committee should also approve, execute, and confirm the respective criteria of attribution and measurement, the limitation mechanisms, the mechanisms for deferral of payment, and the remuneration mechanisms based on the allocation of options and shares of the company.

This recommendation is adopted in all its aspects, save for indication of the amounts of the fixed component of remuneration. This option is due to the fact that it is understood that in this respect shareholders should only approve principles and assign the specific definition to the committee. It is noted that there is total transparency in respect of this matter, since fixed compensation is disclosed annually.

V.3.2. A significant part of the variable component should be partially deferred in time, for a period of no less than three years, thereby connecting it to the confirmation of the sustainability of the performance, in the terms defined by a company's internal regulation.

The explanation for the non-adoption of this recommendation is set out in the statement on the remuneration policy in force, which corresponds to Annex II to this Report, and reads as follows:

"Experts in this area have been defending the existence of relevant advantages in deferring the payment of the variable part of the remuneration to a later moment that would allow, in some way, the weighting of the entire mandate.

We accept the principle as theoretically sound, but we do not think it would be advantageous in the specific case of Navigator and other companies of a similar nature.

One of the main supports of the proposed option is the commitment of the administration and its remuneration to a medium-term, sustainable result, thus avoiding the association with a simple exercise that may not be representative and whose results may even be superior at the expense of the next exercises.

Now, if this danger is real and it is justified to be mitigated through systems like this in totally dispersed capital societies in which the management can be tempted to have a short-term vision of the rapid realisation of potential advantages in sacrificing the future, the same does not happen at the moment with a company like Navigator, with controlled and stable management, in which these concerns are naturally assured".

The recommendation is thus not adopted by the Company, albeit it guarantees the substance which would justify it even more than it would with its adoption.

In addition, it is noted that Navigator's yearly consolidated results have always been, repeatedly and consistently, highly positive, evidencing the sustainability in performance that the Recommendation seeks to preserve. As a result, thereof, the possible partial deferment for a period of not less than three years, of the variable component of remuneration, would have no impact on the right to a variable component of Navigator directors.

V.4.1. The company should, in terms that it considers suitable, but in a demonstrable form, promote that proposals for the appointment of the members of the company's governing bodies are accompanied by a justification in regard to the suitability of the profile, the skills and the curriculum vitae to the duties to be carried out.

As a result of the Portuguese legal framework, which assigns to shareholders the composition

of corporate bodies and the nature of the Navigator Group, which has a capital concentration with a family owned structure, and common board members in different connected companies, management believes that the decision on the options to form corporate bodies must be assigned to shareholders.

V.4.3. This committee includes a majority of non-executive, independent members.

The Appointments and Appraisals Committee of the Company integrated an independent non-executive member

in 2019. However, it is considered that the remaining Non-Executive Directors have the necessary suitability, experience and proved professional competence in order to ensure the performance of the functions of this Committee in an impartial, independent and objective manner.

Consequently, it is understood that the objectives pursued by this Recommendation of the Corporate Governance Code of the IPCG are duly and fully safeguarded, with the necessary conditions being ensured to guarantee the exercise of a function and monitoring and support for the appointment of management staff.

PART III – OTHER INFORMATION

There are no other elements or additional information that are relevant to the

understanding of the governance model and practices adopted.

ANNEX I

1. DISCLOSURES REFERRED TO IN ARTICLES 447 OF THE COMPANIES' CODE (WITH REFERENCE TO 2019)

Securities issued by company and held by company officers:

António José Pereira Redondo: **6,000 shares**
Adriano Augusto da Silva Silveira: **2,000 shares**

2. INFORMATION ON OWN SHARES

(required by Articles 66 and 324 no. 2 of the Companies Code)

In accordance with article 66, no. 5, paragraph d) of the Companies' Code, Navigator hereby informs that from 1 January 2019 to 31 December 2019 it acquired 5,452,882 shares in its share capital, at an average price of 3.2756€/share, in accordance with notices disclosed on the CMVM website.

ANNEX 2

STATEMENT ON THE REMUNERATION POLICY FOR THE MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODIES OF THE NAVIGATOR COMPANY

I. Introduction

The Remuneration Committee of Navigator has been drawing up the remuneration policy statement since 2008, originally in the context of a recommendation from the Securities Market Commission (Comissão de Mercado de Valores Mobiliários – CMVM), from 2009 according to Law no. 28/2009 of 19 June, and more recently in line with the recommendations of the 2018 Corporate Governance Code of the Portuguese Corporate Governance Institute.

Although the Committee finds that the statement stability is a good policy, the changes to the legal recommendations

followed by Navigator, in parallel with the election of corporate bodies for the 2019-2022 term in office, have dictated some changes to the Policy that has been adopted which, although relevant, do not change the essence of the options followed.

As it is made clear by the several options and explanations that stand out in the text, the final result sought was a compromise, on the one hand, between the new trends of management remuneration options and, on the other hand, the weight of history, previous options and the specific features of the Company.

II. Legal framework and recommendations

This statement is issued in the legal framework formed by Law 28/2009, of 19 June (as mentioned above), and

the recommendations of the Portuguese Corporate Governance Institute.

In addition to rules on the frequency with which the statement must be issued and approved and on disclosure of its content, this law also stipulates that this content should include information on:

- a) Arrangements for aligning the interests of members of the management body with those of the company;
- b) Criteria for setting the variable component of remuneration;
- c) The existence of share or share option pay schemes for members of the management and supervisory bodies;
- d) The possibility of the variable component of remuneration, if any, being paid, wholly or in part, after the accounts have been finalized for the entire term of office;
- e) Rules limiting variable remuneration in the event of the company's results revealing significant deterioration in the company's performance in the last period for which accounts are closed or when such deterioration may be expected in the period underway.

The current recommendations of the Portuguese Corporate Governance Institute make the following requirements:

V.2.2. The remuneration committee should approve, at the start of each term of office, execute, and annually confirm the company's remuneration policy for the members of its boards and committees, including the respective fixed components. As to executive directors or directors periodically invested with executive duties, in the case of the existence of a variable component of remuneration, the committee should also approve, execute, and confirm the respective criteria of attribution and measurement,

the limitation mechanisms, the mechanisms for deferral of payment, and the remuneration mechanisms based on the allocation of options and shares of the company.

V.2.3. The statement on the remuneration policy of the managing and supervisory bodies pursuant to Article 2 of Law no. 28/2009 of 19 June, should additionally contain the following:

- (i) The total remuneration amount itemized by each of its components, the relative proportion of fixed and variable remuneration, an explanation of how the total remuneration complies with the company's remuneration policy, including how it contributes to the company's performance in the long run, and information about how the performance requirements were applied;
- (ii) Remunerations from companies that belong to the same group as the company;
- (iii) The number of shares and options on shares granted or offered, and the main conditions for the exercise of those rights, including the price and the exercise date and any change to such conditions;
- (iv) Information on the possibility to request the reimbursement of variable remuneration;
- (v) Information on any deviation from the procedures for the application of the approved remuneration policies, including an explanation of the nature of the exceptional circumstances and the indication of the specific elements subject to derogation;
- (vi) Information on the enforceability or non-enforceability of payments claimed in regard to the termination of office by directors.

III. Rules deriving from law and the Articles of Association

Any system for setting remuneration will inevitably have to consider the legal rules, as well as any private rules which may be established in the Articles of Association.

The legal rules for the directors are basically established in Article 399 of the Companies Code, from which it follows that:

- Powers to fix the remuneration lie with the General Meeting of Shareholders or a committee appointed by the same.
- The remuneration is to be fixed in accordance with the duties performed and the company's state of affairs.

- Remuneration may be fixed, or may consist in part of a percentage of the profits for the period, but the maximum percentage to be allocated to the directors must be authorized by a clause in the articles of association, and shall not apply to distribution of reserves or any part of the profits for the period which could not, under the law, be distributed to shareholders.

For the members of the Audit Board and the officers of the General Meeting, the law lays down that the remuneration shall consist of a fixed sum, which shall be determined in the same way by the General Meeting of Shareholders or by a committee appointed by the same, taking into account

the duties performed and the state of the Company's affairs.

A specific clause in the Company's Articles of Association (article no. 21) provides that the remuneration of directors may be differentiated, and that they are fixed by a Remuneration Committee elected by the General Meeting for a four year term. The second paragraph of this clause lays down that the General Meeting may issue rules on pension plans and complementary pension schemes for directors.

This is the formal framework to be observed in defining remuneration policy.

IV. Historical background

From the Company's transformation into a sociedadade anónima in 1991 and through to 2004, the remuneration of all of the directors consisted of a fixed component, payable fourteen times a year, and set by a Remuneration Committee, and of a variable component, determined annually, depending on the specific circumstances, by decision of the State, as shareholder.

Since the second phase of privatization in 2004, the formal principle was first instituted of remuneration being divided into fixed and variable components, albeit following different formalities. In some years the payment was made through the allocation of profits approved directly by the General Meeting and in other years the shareholders made no decisions concerning the payable amounts, which were set by the Remuneration Committee in line with the legal, regulatory framework and according to this statement. The most recent procedure, and one that

has prevailed, entails having the respective amount, and the amounts of the variable remuneration of other staff, expressly included in the proposed allocation of profits to be voted by the shareholders.

It should be noted that the allocation of a percentage of the profits is not applied directly, but rather as an indicator, and as a statutory limit, of amounts which are determined in a more involving process, taking into account the factors set out in the remuneration policy statement in force and the KPIs mentioned below.

Since the incorporation of the Company, members of the Audit Board have received fixed monthly remuneration. In the case of the officers of the General Meeting, since for these officers was first instituted it has been set on the basis of the number of meetings actually held.

V. General principles

The general principles to be observed when setting the remuneration of the Company officers are essentially those which in very general terms derive from the law: on the one hand, the duties performed and on the other the state of the Company's affairs. If we add to these the general market terms for similar situations, we find that these appear to be the three main general principles:

a) Duties performed.

It is necessary to consider the duties performed by each Company officer not only in the formal sense, but also in the broader sense of the work carried out and the associated responsibilities. Not all the executive board members are in the same position, and the same is also true, for example, for the members of the audit board. Duties have to be assessed in the broadest sense, taking into account criteria as varied as, for example, responsibility, time dedicated,

or the added value to the Company resulting from a given type of intervention or an institutional representation.

The fact that time is spent by the officer on duties in other controlled companies also cannot be taken out of the equation, due, on the one hand, to the added responsibility this represents, and, on the other hand, to the existence of another source of income.

It should be noted that Navigator's experience has shown that the directors of this Company, contrary to what is often observed in other companies of the same type, have not always been neatly split into executive and non-executive. There are a number of directors with delegated powers and who are generally referred to as executive directors, but some of the directors without delegated powers have been closely involved in the life of the Company in a variety of ways.

b) The state of the Company's affairs.

This criterion must also be understood and interpreted with caution. The size of the Company and the inevitable complexity of the

associated management responsibilities, are clearly relevant aspects of the state of affairs, understood in the broadest sense. There are implications here for the need to remunerate a responsibility which is greater in larger companies with complex business models and for the capacity to remunerate management duties appropriately.

c) Market criteria.

It is unavoidably necessary to match supply to demand when setting any level of pay, and the officers of a corporation are no exception. Only respect for market practices makes it possible to retain professionals of a calibre required for the complexity of the duties performed and the responsibilities shouldered, thereby assuring not only their own interests but essentially those of the Company, and the generation of value of all its shareholders. In the case of this Company, in view of its characteristics and size, the market criteria to be considered are those prevailing internationally, as well as those to be observed in Portugal.

VI. Compliance with legal requirements and recommendations

Having described the historical background and the general principles adopted, we shall now consider the issue of compliance by these principles with the relevant legal requirements.

1. Article 2 a) of Law 28/2009. Alignment of interests

The first requirement that Law 28/2009 regards as essential in terms of the information in this statement is for a description of the procedures which assure that the directors' interests are aligned with those of the Company.

We believe that the remuneration system adopted in the Company is successful in assuring such alignment. Firstly, because the remuneration sets out to be fair and equitable in the light of the principles set out, and secondly because it links board members to results by means of a variable remuneration component which is set primarily in the light of these results.

2. Article 2 b) of Law 28/2009. Criteria for the variable component.

The second requirement established by the law is for information on the criteria used to determine the variable component.

The variable component of remuneration is based on a target amount applied to each board member and is paid according to the individual's performance and performance of the Company, that meet the expectations and the criteria defined previously. The target amount is weighed by the aforementioned principles - market, specific functions, state of the Company -, in particular comparable market circumstances in positions equivalent in function. Another important factor taken into account when setting the targets is Navigator's option not to provide any share or share acquisition option plans.

Actual performance compared to the expectations and goals, which determine target variations, is weighed against a set of quantitative and qualitative KPIs of the Company's performance and of the relevant

board member, which include in particular EBITDA, net income and cash flow. One of the EBITDA components is not measured against the financial year, but instead a theoretical EBITDA established by reference to the medium term plan. An approach was introduced through this specific indicator which already takes into account the company's medium term performance.

In addition to those criteria, in accordance with commitments undertaken by the Company within its sustainability strategy and recognizing the importance of an efficient use of energy, and the need to reduce fossil CO₂ emissions from its economic activities, the implementation of a corporate program for energy efficiency, approved in 2016, is also included in the weighing.

3. Article 2 c) of Law 28/2009. Share or option plans.

The decision whether or not to provide share or option plans is structural in nature. The existence of such a plan is not a simple add-on to an existing remuneration system, but rather an underlying change to the existing system, at least in terms of the variable remuneration.

Although a remuneration system of this type is not incompatible with the Company's articles of association, we feel that the wording of the relevant provisions in the articles and the historical background to the existing system argue in favour of maintaining a remuneration system without any share or option component.

This is not to say that we see no merits in including a share or option component in directors' remuneration, nor that we would not be receptive to restructuring directors' remuneration to incorporate such a plan. However, such a component is not essential in order to promote the principles we defend and, as we have said, we do not believe that this was the fundamental intention of the Company's shareholders.

4. Article 2 d) of Law 28/2009. Date of payment of variable remuneration.

Several writings sustain profusely the deferral of the payment of the variable part of remuneration to a later time, which will enable the establishment of a direct relation between remuneration and the impact of management on the Company over a longer period.

We accept this principle as theoretically sound, but there are two facts that prevent

us from adopting that option for the time being, notwithstanding a specific indicator assessing the medium term sustainable performance, as mentioned in paragraph 2 in this chapter. The first fact is historical, regarding the practice that has been followed successfully for years without the element of deferral, and the second are prior history of stability of staff in management positions of the Company that, inevitably, binds them to a medium and long term commitment that earnings will continue to condition their remuneration.

5. Article 2 e) of Law 28/2009. Procedure limiting variable remuneration.

Procedures of this kind are designed to limit variable remuneration in the event of the results showing a significant deterioration in the Company's performance in the last reporting period or when such deterioration may be expected in the period underway.

This type of provision also reflects a concern that good performance in the short term, which may boost directors' remuneration, could be achieved at the cost of future performance.

For obvious reasons, the arguments presented above also apply here. It should also be noted that a system of this kind would have little practical effect if not combined with significant deferral of remuneration, which is not proposed for the Company.

6. Recommendations V.2.2. and V.2.3. Approval of the Remunerations Policy.

Recommendation V.2.2 provides for the approval of the remuneration policy of the members of the governing bodies at the beginning of their term, that it should be annually enforced and reviewed, a practice that is followed by Navigator. This recommendation and the following proceed to identify a set of topics to be included in the statement. Some matters mentioned therein have been included in other paragraphs of this statement, while others are included in the Corporate Governance Report that the Company publishes every year. For systematization and simplifying reading for stakeholders, reference will be made herein to all matters, referring to other paragraphs in this statement where necessary and repeating the information found in the corporate governance report, where duplication of information is deemed necessary.

The remunerations specified in this statement refer to the past and not the future ones.

Concerning fixed remunerations, this committee believes that it is responsible for setting the remunerations, without prejudice to the shareholder participation principle.

The variable component, which this committee is also responsible for setting, is awarded and calculated according to the criteria laid down in paragraph 2 of chapter VI of this statement. The only mechanisms that set a cap on remuneration are those which result from the fact that the quantitative part of the variable component depends on the

KPIs being minimally met, and the above mentioned implementation of a corporate energy efficiency program, approved in 2016. As mentioned before, there is no deferral of payment of the variable remuneration in this Company, nor remuneration mechanisms based on stock or acquisition options of the Company's own shares.

(i) The following is the total remuneration of the governing bodies, itemised by different components and the fixed and variable part of remuneration, for 2018, the variable remuneration having been paid in 2018, concerning performance in 2017:

VALUES IN EUROS

BOARD OF DIRECTORS	FIXED REMUNERATION		VARIABLE REMUNERATION	
	VALUE	RELATIVE PERCENTAGE	VALUE	RELATIVE PERCENTAGE
Pedro Mendonça de Queiroz Pereira	689,200.05	41.61%	967,061.00	58.39%
Navigator	0	0.00%	767,061.00	100.00%
Subsidiaries	689,200.05	77.51%	200,000.00	22.49%
Diogo António Rodrigues da Silveira	517,713.00	45.48%	620,627.00	54.52%
Navigator	517,713.00	80.55%	125,000.00	19.45%
Subsidiaries	0	0.00%	495,627.00	100.00%
Luís Alberto Caldeira Deslandes	117,579.00	100.00%	0	0.00%
Navigator	117,579.00	100.00%	0	0.00%
Subsidiaries	0	0.00%	0	0.00%
António José Pereira Redondo	314,485.78	37.53%	523,551.00	62.47%
Navigator	0	0.00%	25,000.00	100.00%
Subsidiaries	314,485.78	38.68%	498,551.00	61.32%
José Fernando Morais Carreira de Araújo	314,495.72	39.12%	489,410.00	60.88%
Navigator	0	0.00%	25,000.00	100.00%
Subsidiaries	314,495.72	40.38%	464,410.00	59.62%
Nuno Miguel Moreira de Araújo Santos	314,481.58	35.86%	562,493.00	64.14%
Navigator	314,481.58	67.71%	150,000.00	32.29%
Subsidiaries	0	0.00%	412,493.00	100.00%
João Paulo Araújo Oliveira	314,481.58	40.80%	456,349.00	59.20%
Navigator	314,481.58	80.74%	75,000.00	19.26%
Subsidiaries	0	0.00%	381,349.00	100.00%
Manuel Soares Ferreira Regalado	77,000.00	100.00%	0	0.00%
Navigator	77,000.00	100.00%	0	0.00%
Subsidiaries	0	0.00%	0	0.00%
Adriano Augusto da Silva Silveira	397,108.00	100.00%	0	0.00%
Navigator	0	0.00%	0	0.00%
Subsidiaries	397,108.00	100.00%	0	0.00%
Vítor Manuel Galvão Rocha Novais Gonçalves	98,000.00	100.00%	0	0.00%
Navigator	98,000.00	100.00%	0	0.00%
Subsidiaries	0	0.00%	0	0.00%

VALUES IN EUROS

AUDIT BOARD	FIXED REMUNERATION		VARIABLE REMUNERATION	
	VALUE	RELATIVE PERCENTAGE	VALUE	RELATIVE PERCENTAGE
Miguel Camargo de Sousa Eiró	31,956.78	100%	0	0.00%
José Manuel Vitorino	19,854.00	100%	0	0.00%
Gonçalo Picão Caldeira	16,002.00	100%	0	0.00%
Maria Graça Gonçalves	9,398.50	100%	0	0.00%

The Chairman of the General Meeting earned exclusively a fixed remuneration of 3,000 euros.

Total values were set according to the fulfilment of the principles mentioned before in Chapter V of this statement. On how the remuneration policy contributes to the long-term performance, reference is made to paragraphs 1, 2 and 4 of Chapter VI. Performance criteria mentioned in paragraph 2 of Chapter VI was applied mathematically for its quantitative part, and using value assessments conducted by hierarchical superiors and weighed by the Remuneration Committee.

(ii) Governing bodies are not remunerated in other companies belonging to the same group as Semapa. Note that the group relationship is used in its technical/legal sense, which explains why some events identified in the corporate governance report of Semapa for controlling companies or companies under common control have not been mentioned.

(iii) The Company has no stock or stock acquisition plans, as outlined in paragraph 3 of Chapter VI.

(iv) There is no mechanism allowing the Company to demand refund of the variable remuneration paid.

(v) There is no withdrawal of the approved remuneration policy implementation procedure.

(vi) Neither exist or have ever been fixed by this Committee any agreements on payments by Navigator relating to dismissal or termination of Directors' duties.

This fact is the natural result of the particular situations existing in the company, and not a position of principle taken by this Committee against the existence of agreements of this nature. Therefore, the supplementary legal regime applies in this matter.

VII. Specific Options

The specific options for the remuneration policy we propose may therefore be summarized as follows:

1. The remuneration of the executive members of the Board of Directors, as mentioned in paragraph a) of Chapter V, shall comprise a fixed and variable component.
2. The remuneration of non-executive directors shall comprise only a fixed component that may be complemented according to the piling on of added responsibilities.
3. The fixed component of the remuneration of Directors shall consist of an annual amount payable throughout the year or of a predetermined amount for each meeting of the Board of Directors attended.
4. The procedure for assigning variable remunerations to the executive members of the Board of Directors shall comply with the criteria proposed by the Remuneration Committee, and such remuneration shall not exceed five per cent of the consolidated net profits (IFRS format) as provided by the Articles of Association.
5. In setting all remuneration, including in particular the distribution of the total amount allocated to the variable remuneration of the Board of Directors, the general principles established above shall be observed: the duties performed, the state of the company's affairs and market criteria.
6. The remuneration of the members of the Audit Board and the officers of the General Meeting shall comprise a fixed component only.
7. The fixed remunerations of the members of the Audit Board shall consist in all cases of a predetermined annual amount payable throughout the year.
8. The fixed remuneration of the officers of the General Meeting shall consist in all cases of a predetermined amount for each meeting, the remuneration for second and subsequent meetings being lower than that for the first general meeting of the year.

Lisbon, 12 March 2019

The Remuneration Committee

Chairman: José Gonçalo Ferreira Maury

Member: Frederico José da Cunha Mendonça e Meneses

Member: João Rodrigo Appleton Moreira Rato

CODE OF ETHICS AND CONDUCT

I. General Objectives and Values

1. The Code of Ethics and Conduct as the basis of the culture of The Navigator Group

The pursuit of the aims set out in this Code of Ethics and Conduct, respect for its values and compliance with its rules of conduct together form the professional ethos of The Navigator Group business universe.

The Code of Ethics and Conduct is to be viewed as setting standards of conduct interpreted as a benchmark for behaviour, which The Navigator Group and all its Collaborators should follow and respect.

2. Fundamental Mission and Objectives

The Navigator Group aspires to extend the leadership earned in the printing and writing paper business to other businesses, thereby asserting Portugal in the world, as a global company, renown for developing, in an innovative and sustainable manner, the forest and providing products and services which contribute to the prosperity of individuals.

The fundamental aims pursued by The Navigator Group are based on the sustained creation of value and the protection of shareholders' interests, with an appropriate level of investor return, by offering the highest standards of quality in the supply of goods and services to customers, and through the recruitment, motivation and development of the most able and highly skilled professionals. The Navigator Group will always promote a meritocratic culture which allows the personal and professional development of its Collaborators and, through their commitment, position the Group at the forefront of the markets in which it operates, maintaining a policy on the sustainable management of natural resources, mitigation of environmental impacts and fostering social development in the areas in which it carries on its business operations.

Due to their being core principles and of a general nature, the matters governed in the Code of Ethics and Conduct may be detailed in internal guidelines, policies and procedures, or in specific codes of conduct.

3. Values

The principles and rules of conduct set out in the Code of Ethics and Conduct result from the establishment of values deemed to be fundamental to The Navigator Group, and which should be permanently pursued within its corporate activity, in particular:

- (a) **Trust** – We believe in people, we welcome everyone's contribution, we respect their identity, promoting development, cooperation and communication;
- (b) **Integrity** – We are guided by principles of transparency, ethics and respect in our dealings amongst ourselves and with others;
- (c) **Entrepreneurship** – We are passionate about what we do, we like to get out of our comfort zone, we have the courage to take decisions and to accept risks in a responsible way;
- (d) **Innovation** – We seek to bring out everyone's skills and creative potential to do the impossible;
- (e) **Sustainability** – Corporate, social and environmental sustainability is our business model;
- (f) **Excellence** – In our work we focus on quality, efficiency, safety and getting it right.

II. Scope of Application and Interpretation

4. Scope of Application

The Code of Ethics and Conduct applies to all Collaborators of all entities in The Navigator Group.

The rules set out herein should govern the ethical and professional conduct of all those working in The Navigator Group, in the pursuance of its corporate activity and in their relationships with third parties, and are an essential tool of the corporate policy and culture followed and fostered by The Navigator Group.

5. Interpretation

For the purposes of this Code of Ethics and Conduct, the following defined terms shall have the following meanings:

(a) Collaborators – all persons who work in or provide services, in a permanent or merely

casual form, to companies in The Navigator Group, including, notably, members of corporate bodies, employees, service providers, representatives and auditors or consultants;

(b) Clients – natural or legal entities to which companies in The Navigator Group supply their products or provide their services;

(c) Suppliers – natural or legal entities which supply products or provide services to The Navigator Group companies;

(d) Stakeholders – natural or legal entities with which The Navigator Group companies deal in their business, institutional or social activities, including shareholders, members of corporate bodies, Collaborators, Clients, Suppliers, business partners or members of the communities with whom The Navigator Group interacts.

III. Rules of Conduct

6. Compliance with Legislation and Regulation

The activity of The Navigator Group and its Collaborators shall be based on strict compliance with legal, statutory and regulatory regulations, applicable to the activity and companies of The Navigator Group, in the jurisdictions of the countries where they operate.

7. Public Authorities

The activity of The Navigator Group and its Collaborators shall be based on a permanent collaboration with public authorities, notably with regulatory bodies, complying with requests legitimately made to them and which are at their reach and adopting the behavior which permits these authorities to exercise their powers.

8. Integrity

The practice of corruption and bribery is forbidden, in all active or passive forms, through act or omission, by creating or maintaining situations of favouritism or other irregularities, or adopting behaviours

which may create, in their counterparts, expectations of favouritism in their relations with The Navigator Group.

9. Transparency

The Navigator Group is committed to reporting its performance in a transparent way, taking into consideration applicable legal duties and good practices of the capital and financial markets.

10. Confidentiality

10.1. Collaborators must keep the confidentiality of all information concerning The Navigator Group, other Collaborators, Clients, Suppliers or Stakeholders, of which they have knowledge by virtue of carrying out their functions and which are not publicly known or notorious. Such information is restricted and only for internal use in The Navigator Group.

10.2. Collaborators must maintain confidential the information mentioned in the previous paragraph, even after termination of their functions in The

Navigator Group and regardless of the cause of such termination.

- 10.3. Confidential information may only be disclosed to third parties in accordance with legal requirements or provided disclosure thereof is previously authorized, in writing, by the Board of Directors.

11. Securities trading

Any Collaborators who are in possession of information relating to The Navigator Company, of a precise nature, which has not been made public, and which, if it were made public, would be likely to have a significant effect on the prices of The Navigator Company shares and other related financial instruments, may not, in the period prior to disclosure of such information, trade securities issued by The Navigator Company, its strategic partners or companies involved in transactions or dealings with The Navigator Company, not disclose same information to third parties.

In particular, estimates of results, decisions on significant acquisitions, sales or partnerships and winning or losing of important contracts constitute forms of inside information.

12. Conflicts of Interest

- 12.1. The Navigator Group undertakes to adopt measures which ensure impartiality of decision making processes, in cases of a potential conflict of interests involving The Navigator Group or its Collaborators.
- 12.2. Collaborators may not pursue private objectives in competition with The Navigator Group and obtain benefits, advantages or personal favors by virtue of the position held or the functions performed.
- 12.3. Collaborators must promptly inform their immediate superior of any situation which might create a conflict of interests, notably if, as part of their functions, they are called on to intervene in procedures or decisions which involve, directly or indirectly, organisations, entities or persons with whom they collaborate or have collaborated, or with whom they have a relation, by virtue of family ties, proximity or influence. In addition, they may also make such communication in any other cases where their impartiality may be questioned.

13. Relations with Shareholders

- 13.1. The primary objectives of The Navigator Group are the protection of shareholders and investors and a quest to create value for Shareholders.
- 13.2. The Navigator Company undertakes to respect the principle of equal treatment of Shareholders, taking into consideration the proportion of their holdings in the share capital of The Navigator Company, notably ensuring the timely provision of information, in accordance with the applicable legal duties.

14. Competition

The competition practices of The Navigator Group shall comply strictly with applicable competition laws, in accordance with market rules and criteria, and with a view to promoting fair competition.

15. Intellectual and Industrial Property

The Navigator Group and its Collaborators must respect Intellectual and Industrial Property of Suppliers, Clients and Stakeholders.

16. Relations with Clients, Suppliers, Services Providers and Third Parties

- 16.1. The Navigator Group shall ensure that the conditions of sale of products to its Clients are clearly defined, and all companies in The Navigator Group and its Collaborators must ensure compliance with such conditions.
- 16.2. Suppliers and providers of services to The Navigator Group shall be selected on the basis of objective criteria, taking into consideration the terms proposed, guarantees effectively provided and the overall optimization of advantages for The Navigator Group.
- 16.3. Suppliers and services providers of The Navigator Group must comply with the provisions of The Code of Ethics and Conduct for Suppliers and services providers of The Navigator Group.
- 16.4. The Navigator Group and its Collaborators shall always negotiate in compliance with the principle of good faith and applicable legal obligations and good practices.

17. Relations with Political Parties and Movements

Dealings between The Navigator Group and its Collaborators with political parties or movements shall be conducted in compliance with applicable legal rules, and in the course of such dealings Collaborators may not invoke their relation with The Navigator Group.

18. Social Responsibility and Sustainable Development

18.1. The Navigator Group accepts its social responsibility to the communities in which it carries on its business activities, as a means of contributing to their advancement and well-being.

18.2. The Navigator Group undertakes to adopt, comply with and promote a Policy on sustainability and environment protection.

19. Safety and Working Conditions

19.1. The Navigator Group will never employ child or forced labor, nor will it ever collude with such practices, and it shall adopt the measures deemed appropriate to combat such situations, notably by public denunciation, whenever they come to its attention.

19.2. The health and safety of its Collaborators is a priority for The Navigator Group, and accordingly all Collaborators shall seek to know and comply with the legislation in force and with internal rules and recommendations on such matters.

19.3. Collaborators must give immediate notice of any accident or hazard to hygiene, safety and health in the workplace, in accordance with the above mentioned rules, and the necessary or advisable preventative measures shall be adopted.

20. Professional development and progression

20.1. The Navigator Group provides appropriate training activities to its Collaborators and fosters their continued training, as a driver of their motivation and improved performance, recognizing the added value of their professional and personal development.

20.2. The Navigator Group values and holds responsible Collaborators in the

performance of their functions, taking into consideration their individual merit, allowing them to assume the level of independence and responsibilities associated with their skills and commitment.

20.3 The Navigator Group policies on selection, hiring, remuneration and professional progression are based on merit criteria and reference market practices.

20.4 The Navigator Group shall ensure equality of opportunities in recruitment, hiring and professional development, attaching value only to professional aspects. To that effect, all Collaborators shall adopt the measures deemed appropriate to combat and prevent any form of discrimination or differentiated treatment on the basis of, notably, ethnic or social origin, religious beliefs, nationality, gender, marital status, sexual orientation or physical disability.

21. Respect

In their relations with other Collaborators and Suppliers, counterparts, Clients and Stakeholders, all Collaborators shall proactively act in a correct, respectful, loyal and civil manner.

22. Non-discrimination and harassment

22.1. Collaborators may not act in a discriminatory manner in relation to other Collaborators or other persons, notably based on race, religion, gender, sexual orientation, origin, age, language, territory of origin, political or ideological convictions, economic situation, social and economic situation or type of contract, and must foster respect for human dignity as one of the basic principles of the culture and policy of The Navigator Group.

22.2. Any practice which may correspond to a form of harassment, notably through personal offence, mobbing, moral or sexual harassment or bullying is strictly forbidden.

23. Use of Assets

23.1. Collaborators shall make sensible and reasonable use of the working resources at their disposal, avoiding waste and undue use.

23.2. Collaborators shall care for the property of The Navigator Group, and not behave willfully or negligently in any manner which might undermine its state of repair.

24. Personal Data Protection

24.1. The Navigator Group understands the key role of privacy and protection of personal data of its Clients, Stakeholders, Suppliers, Collaborators or any other natural persons or collaborators of any other entities. Accordingly, The Navigator Group and its Collaborators undertake to use such information in a responsible manner, in strict compliance with laws and regulations governing the protection of personal data.

24.2 Collaborators must not collect personal data, create lists of personal data or process or transfer personal data without prior consultation and authorisation from the division which is responsible for data protection.

25. External Communication - Media and Advertising

Information provided by The Navigator Group and its Collaborators to the media, including for advertising purposes, shall:

- (a) Be released exclusively by management and divisions authorised for that purpose and to act as representative or spokesman of The Navigator Group;
- (b) To comply with the principles of legality, accuracy, opportunity, objectivity, truthfulness and clarity;
- (c) Protect the secrecy and confidentiality of the information, in order to protect the interests of The Navigator Group;
- (d) Respect cultural and ethical parameters of the community and human dignity;
- (e) Contribute to an image of consistency, creation of value and dignity of The Navigator Group, promoting its good name in society.

26. Communicating in social networks and media

Collaborators are fully aware that the new forms of communication, which are continually evolving, may have a strong impact on The Navigator Group and its Collaborators and that the dissemination and distribution

of information through those channels may easily represent loss of control over those contents.

Accordingly, Collaborators undertake as their commitment that, when using social networks and means of communication (both traditional and recent), they:

- (a) Shall act in an ethically responsible way, contributing to the creation of value and dignity of The Navigator Group and to reinforce its image in society;
- (b) Shall respect, comply with and reflect the principles, values and rules of conduct established in this Code of Ethics and Conduct;
- (c) Shall not post or otherwise disclose confidential or internal information of The Navigator Group;
- (d) Shall not communicate, identifying themselves as Collaborators of The Navigator Group, without authorization for that purpose.

IV. Supervision, Default and Communication

27. Non-compliance

Failure to comply with the rules of conduct established in this Code of Ethics and Conduct shall constitute serious misconduct, subject to disciplinary proceedings, in addition to any possible civil, administrative or criminal liability, in accordance with applicable laws and regulations.

28. Reporting

28.1 Collaborators should report the occurrence of any conduct which is not compatible with the rules set out in this Code of Ethics and Conduct, of which they are aware or justifiably suspicious, in a timely and efficient way, through the proper channels, in accordance with the internal rules of procedure governing the reporting of irregularities.

28.2. The Navigator Group guarantees the confidentiality of information conveyed in reports, in accordance with the internal rules of procedure governing the reporting of irregularities.

28.3. The Navigator Group shall not retaliate, in any way, against a person who reports any non-compliance with the Code of Ethics and Conduct or another

irregularity, shall ensure a fair treatment of the persons addressed therein and will not allow the resulting detrimental treatment where a Collaborator has acted in good faith, thoughtfully and diligently.

28.4. In accordance with the general terms of the law, misuse or abuse of the arrangements for reporting irregularities may render the author of a report liable to disciplinary measures and/or legal proceedings.

29. Doubts and Queries

Collaborators may place doubts and queries in respect of the interpretation or application of the Code of Ethics and Conduct, to the Risk Management Division or to the Legal Services Division. The Navigator Group also establishes a permanent arrangement for communications, direct and confidential, through the Board of Directors, to which any Collaborator may resort, through the internal rules of procedure governing the reporting of irregularities.

30. Procedure

- 30.1. All reports received by The Navigator Company will be dealt with in accordance with the internal rules of procedure governing the reporting of irregularities.
- 30.2. The Executive Committee and the Audit Board will be informed of all reports received which concern a member of the Board of Directors or of the Audit Board.

31. Annual Report

- 31.1. The Ethics Committee shall draw up an annual report on compliance with the rules established in this Code of Ethics and Conduct, detailing all irregularities of which it is aware, and setting out the conclusions and follow-up proposals adopted in the different cases which it examined.
- 31.2. For the purposes of the preceding paragraph, the Risk Management and Legal Services Divisions shall report to the Ethics Committee all relevant facts which come to their attention.

V. Communication

32. Communication of the Code of Ethics and Conduct

32.1. The Code of Ethics and Conduct of The Navigator Group shall be published on the company's website and as an appendix to the annual account reporting documents, so that they may be known by Shareholders, Clients, Suppliers,

Stakeholders, investors and other entities with whom the Group relates.

32.2. The Navigator Group shall make the Code of Ethics and Conduct available to all Collaborators and promote its disclosure and general awareness and mandatory compliance with its provisions.

[Lisbon, 25th October 2017]

The Board of Directors

www.thenavigatorcompany.com