



**THE NAVIGATOR COMPANY, S.A.**  
**Capital - € 500,000,000.00**  
**Corporate person no. 503025798**  
**Registered at the Setubal Companies Registry**  
**Registered Offices - Península da Mitrena, parish of Sado – Setúbal**

### **NOTICE OF MEETING**

At the request of the Board of Directors and pursuant to the bylaws and the law, I hereby call the Shareholders of THE NAVIGATOR COMPANY, S.A. to an Ordinary General Meeting to be held at Hotel Ritz, Rua Rodrigo da Fonseca, 88, Lisbon, insofar as the registered office is unable to accommodate the meeting under satisfactory conditions, on **May 27, at 10:30 a.m.**, with the following

#### **ORDER OF BUSINESS:**

1. Resolve on resolve on the 2021 financial statements, including the management report, the separate and consolidated accounts, the corporate governance report (which includes the remuneration report) and the sustainability report (which contains the consolidated non-financial statement).
2. To resolve on the proposal for the allocation of results;
3. To assess in general terms the work of the Company's directors and auditors;
4. Elect the Chairman of the Board of the General Meeting, until the end of the term of office of the remaining members of the corporate bodies;
5. Appoint two members of the Remuneration Committee, until the end of the current term of office of the remaining members of the corporate bodies;
6. Deliberate on the remuneration of the members of the Remuneration Setting Commission;
7. Deliberate on the acquisition and disposal of own shares and bonds, in the terms of articles 319, 320 and 354 of the Commercial Companies Code;
8. Deliberate on the partial amendment of the Company's Articles of Association.



If the Meeting cannot be held on that date due to lack of quorum, the Shareholders are hereby notified that the General Meeting will be held, at the second call, in accordance with Article 383, no. 4 of the Companies Code, on **14 June 2022**, at the same place, at 12:00, with the same order of business.

## **I. Information**

As from the date of publication of this notice, the information and preparatory documents for the General Meeting concerning the items on the Order of Business provided for by law and referred to in article 21(1) of the Portuguese Securities Code and in article 289(1) and (2) of the Portuguese Companies Code, including the full text of the proposed amendments to the Articles of Association, as well as the full wording of the Articles of Association should such approval be approved, will be made available for consultation by the shareholders on the company's website ([www.thenavigatorcompany.com](http://www.thenavigatorcompany.com)) and on the CMVM's website ([www.cmvm.pt](http://www.cmvm.pt)). This includes the full text of the proposed amendments to the Articles of Association, as well as the full wording of the Articles of Association in case such proposal is approved, and the other documents and proposal(s) to be submitted to the General Meeting and that are known by the Company on that date.

There are no special procedures to be followed in the Company by the Shareholders for the exercise, during the course of the General Meeting, of the right to information referred to in Article 290 of the Commercial Companies Code, without prejudice, however, of the management of the time available and the judgment on the proportionality of the information requested, by the Chairman of the Board of the General Meeting, as is within his jurisdiction.

## **II. Participation in the General Meeting**

Shareholders holding one (1) share, corresponding to one (1) vote, may attend and participate in the General Meeting and exercise their voting rights, in addition to the members of the corporate bodies and the common representative of the bondholders.

In accordance with the applicable legislation, Shareholders who meet the following conditions may participate and vote in the General Assembly:



- (a) Until **11:59 p.m. (GMT) of 19 May 2022**, those Shareholders have stated their intention to participate in the meeting, by way of written document addressed to the financial intermediary with which they have opened the relevant individual securities account;
- (b) At 00:00 (GMT) of April 12th, 2022 (the "**Registration Date**"), corresponding to the fifth trading day prior to the date of the General Meeting, the Shareholders hold shares entitling to at least one vote;
- (c) The respective Financial Intermediary, which has been informed of the intention of the Shareholder to attend the General Meeting, pursuant to paragraph (a) above, has transmitted to the Chairman of the Board of the General Meeting, until 11:59 pm (GMT) of 20 May 2022, such intention, and sent to the latter the information on the number of shares registered in the name of such Shareholder, with reference to 00: 00 hours (GMT) of the Registration Date, such information to be received no later than 23:59 hours (GMT) of 20 May 2022, and this communication may be sent by e-mail to the address [ag.tnc@thenavigatorcompany.com](mailto:ag.tnc@thenavigatorcompany.com).

Participation and the exercise of voting rights at the General Meeting is not affected by the transfer of shares after the Registration Date, nor does it depend on their blocking between that date and the date of the General Meeting.

Shareholders who, having declared their intention to participate in the General Meeting, transfer ownership of shares between the Registration Date and the end of the General Meeting, shall immediately communicate such transfer to the Chairman of the Board of the General Meeting and the Portuguese Securities Market Commission, and, for this purpose, and in the case of the communication to be addressed to the Chairman of the Board of the General Meeting, they may send this information by email to the address [ag.tnc@thenavigatorcompany.com](mailto:ag.tnc@thenavigatorcompany.com).

Shareholders who, on a professional basis, hold shares in their own name but on behalf of clients and who wish to vote differently with their shares, in addition to the documents referred to in sub-paragraphs a) and c) above, shall submit to the Chairman of the Board of the General Meeting, at the address [ag.tnc@thenavigatorcompany.com](mailto:ag.tnc@thenavigatorcompany.com), by **11:59 pm (GMT) of 20 May 2022**, and using sufficient and proportionate means of proof, (i) identification of each client and the number of shares to be voted on his behalf, and also (ii) the identification of each client and the number of shares to be voted on his behalf: **23:59 hours (GMT) of 20 May 2022**, and using sufficient and proportionate means of proof, (i) the identification of each client and the number of shares to be voted on their behalf and, further, (ii) the voting instructions, specific for each item on the Order



of Business, given by each client.

### **III. Representation at the General Meeting**

Shareholders may be represented at the General Meeting by whomever they wish and, to this end, may obtain a proxy form from the Company's website ([www.thenavigatorcompany.com](http://www.thenavigatorcompany.com)).

Without prejudice to the rule of unity of vote set forth in article 385 of the Portuguese Companies Code, any Shareholder may appoint different representatives in relation to the shares he/she holds in different securities accounts.

The instruments of voluntary representation of Shareholders, whether individuals or legal entities, must be delivered to the Chairman of the Board of the General Meeting, so that they may be received by **23 May 2021**, and may also be sent by email to the address [ag.tnc@thenavigatorcompany.com](mailto:ag.tnc@thenavigatorcompany.com).

### **IV. Right to include items on the Order of Business and to submit proposals for resolutions of the General Meeting**

In accordance with articles 23-A, no. 2, paragraph a), and 23-B, no. 1, of the Securities Code, shareholders who, individually or in groups pursuant to the law, hold shares that correspond to at least 2% of the share capital may, by written request addressed to the Chairman of the Board of the General Meeting, within 5 days from publication of this convening notice, request (i) the inclusion of items in the Order of Business, presenting for that purpose a resolution proposal for each item to be included in the Order of Business; ii) the inclusion of proposals for the General Meeting to pass resolutions regarding the items listed in the convening notice or subsequently included therein.

The written request, as well as the proposals and accompanying documents, can be sent by e-mail to [ag.tnc@thenavigatorcompany.com](mailto:ag.tnc@thenavigatorcompany.com).

### **V. Vote by correspondence**

Shareholders who have ensured their participation under the terms foreseen in the preceding chapters of this notice may also vote by post or electronically. The Chairman of the Board of the General Meeting of Shareholders will be responsible for verifying its authenticity and regularity and ensuring confidentiality up to the moment of the vote, under the terms of the law and of the Articles of Association, and voting will be processed as follows:

- (a) An envelope containing the voting declarations or an electronic message containing, as an attachment, the files, in PDF format, foreseen in the following paragraphs, must be addressed to the Chairman of the Board of the



General Meeting, and received at the head office or by email to the address [ag.tnc@thenavigatorcompany.com](mailto:ag.tnc@thenavigatorcompany.com) by 26 May 2022, inclusive;

- (b) For the purposes of the preceding paragraph a):
- (1) The envelope shall contain (i) a letter addressed to the Chairman of the Board of the General Meeting, duly signed - in accordance with the signature contained in the respective valid identification document, a copy of which shall accompany the statement - expressing the wish to vote, and (ii) the explanations of vote, one for each item of the Order of Business, in a closed and separate envelope with the external indication of the item of the Order of Business to which it is intended; or
  - (2) The e-mail message should contain as an attachment (i) declaration addressed to the Chairman of the Board of the General Meeting, in PDF format, duly signed - according to the signature contained in the respective valid identification document, a copy of which shall accompany the same declaration, or through a qualified digital signature, in which case the attachment of the identification document is dispensed with -, expressing the will to vote, and (ii) the voting declarations, one for each item on the Order of Business, in PDF format, with the indication in the title of the document of the item on the Order of Business to which it is destined;
- (c) Votes cast in this way will be counted together with the votes that may be cast at the meeting, and will count as negative votes in relation to the proposals presented subsequent to their issue, should the Shareholder not participate in the General Meeting, and
- (d) Shareholders may obtain the communication form to exercise their vote by post or electronically through the Company's website ([www.thenavigatorcompany.com](http://www.thenavigatorcompany.com)) or by request by e-mail to the address [ag.tnc@thenavigatorcompany.com](mailto:ag.tnc@thenavigatorcompany.com). Only the vote declarations containing the following will be considered valid:
- (i) The indication of the item or items on the Order of Business to which it relates;
  - (ii) The precise and unconditional voting intention on each proposal;
- (e) **Only postal or electronic votes received by 11:59 p.m. (GMT) on 26 May 2022, inclusive, in respect of which shareholders have provided evidence of their status as shareholders and have fully complied with the procedures described in this notice, will be considered.**



## **VI. Additional Information Arising from the Coronavirus Pandemic - Covid-19**

Should the Chairman of the Board of the General Meeting of Shareholders, in view of the context resulting from the emerging Covid-19 pandemic, consider that the safety conditions required for the present General Meeting to be held in person are not met, he may change the way the General Meeting is held to telematic means.

Setúbal, 3 May 2022

The Secretary of the Board of the General Meeting, and  
President of the Board in office,

(Luís Nuno Pessoa Ferreira Gaspar)