

**ANNUAL GENERAL MEETING OF THE NAVIGATOR COMPANY, S.A.**

**23 MAY 2018**

**PROPOSAL REGARDING ITEM 9. ON THE AGENDA**

Considering that (i) the composition of the Audit Board of The Navigator Company, S.A. (“Navigator”) and of its majority shareholder Semapa - Sociedade de Investimento e Gestão, SGPS, S.A. (“Semapa”) has been the same and it is convenient that it should remain so, (ii) this year the members of the Audit Board of Semapa will be elected for the next term, with changes in its composition, and (iii) the Chairman of the Audit Board, Miguel Camargo de Sousa Eiró, has expressed his availability to step down from office also in Navigator, IT IS HEREBY PROPOSED to appoint José Manuel Oliveira Vitorino, currently member of the Audit Board, as Chairman of the Audit Board and to appoint Maria da Graça Torres Ferreira da Cunha Gonçalves as member of the Audit Board, both serving until the end of the current term in office of the other corporate bodies.

Lisbon, 27 April 2018

Shareholder

SEMAPA - SOCIEDADE DE INVESTIMENTO E GESTÃO, SGPS, S.A.



# José Manuel Oliveira Vitorino

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## Academic background

Degree in Business Organisation and Management from the Instituto Superior de Economia of Universidade de Lisboa.

Registered Statutory Auditor with the Portuguese Institute of Chartered Accountants.

Attended several courses and internal training courses of PricewaterhouseCoopers (International) delivered by the "International Training Committee," both in Portugal and elsewhere, covering subjects of technical nature, and also management and behaviour.

Advanced Management Program for executives sponsored by Universidade Nova (Lisboa) in 2005.

## Offices held in other companies

Member of the Audit Board of Ana Aeroportos de Portugal, S.A.

Member of the Audit Board of Secil – Companhia Geral de Cal e Cimento, S.A.

Member of the Audit Board of The Navigator Company, S.A.

Member of the Audit Board of Semapa – Sociedade de Investimento e Gestão, SGPS, S.A.

## Relevant experience

Chairman of the Audit Board of Novo Banco, S.A. since August 2014 until October 2017.

Before joining the technical team of PricewaterhouseCoopers - Lisbon office, he was Assistant Professor at the Faculty of Economics, University of Coimbra, where he taught Public Finance, Business Organisation, Production Management and Commercial Management.

His professional activity has been mainly held between Financial Audit and Financial Advisory and Management. Relevant experience in listed companies, and particularly in IFRS reporting, both in domestic firms and in subsidiaries of international Groups. Relevant experience in due diligence projects, directed to acquisitions, mergers, divisions and fraud investigations. Involvement in various advisory projects in collaboration with teams from Canada and the UK, in the design and implementation of information systems and accounting for a large mining project, in addition to designing a chart of accounts and an information system for the National Bank of Guinea Bissau.

Lead Partner in Portugal (Territory Sector Leader) of the Technology, Information+Communication and Entertainment & Media industries and for the Retail+Consumer Goods sector in the international structure of PricewaterhouseCoopers.

Responsible for a large portfolio of clients, namely Jerónimo Martins Group, RTP, Ana – Aeroportos e Navegação Aérea, Alstom, Águas de Portugal, Grupo Electrolux, Bertelsmann, Mars Group, Tate & Lyle, Mattel, Sony, LG Electronics, Tupperware,

# José Manuel Oliveira Vitorino

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Securitas Group, Tudor Group, Otis Group, Master Test, TUI Portugal, Multiópticas and Randstad.

Extensive experience working with African Portuguese-speaking countries. Partner in charge of the audit of operations of oil companies in Angola, such as Texaco Exploration Angola, BHP Exploration, Shell Exploration Angola, Exxon Exploration Angola, TotalfinaElf Exploration Angola, Sonangol.

Responsible in Portugal for the Technical Committee of PwC and as such was part of various consulting assignments that were constituted in the scope of discussion of relevant technical issues decisive to determine PwC's sense of opinion on various matters, including formal consultation and discussion with CMVM, OROC and PwC's international structure whenever the relevance and complexity of the matters so required.

*Partner* of PricewaterhouseCoopers until 30<sup>th</sup> of July of 2013.

## **Other information**

Fluent in English, good command of French and Spanish

Trainer (internal and external training) in various areas: audit, accounting and management.

Holds no shares in The Navigator Company, S.A.

April 2018

# CURRICULUM VITAE

## 1. Identification

Maria da Graça Torres Ferreira da Cunha Gonçalves, married, with domicile for tax purposes at Rua Padre Mário de Carvalho, no. 8, 2900-761 Setúbal

## 2. Education

- Degree in Business Organisation and Management from the Instituto de Ciências do Trabalho e da Empresa (ISCTE) obtained in 1978.
- Chartered Accountant
- Fluent in English and French, good knowledge of Spanish

## 3. Vocational Training

- Several courses completed at the training centres of Shell and Pernod Ricard
- Several training courses completed in the areas of Accounting and Finance

## 4. Work Experience

- Magnetic Peripherals Inc. Portugal                      Jul. 1978 to Nov. 1985  
  
(Control Data Corporation)  
  
Several duties in General and Cost Accounting and Planning and Financial Analysis
- Shell Portuguesa, S.A.                                      Dec. 1985 to Nov. 1989  
  
Financial Analyst - strategy studies, project/investment profitability studies

- United Distillers Comp. Velha, Lda. Dec. 1989 to Jul. 1994

Controller - 6 months

CFO in charge of the whole Financial, IT and Procurement Area

- ITT Automotive Europe GmbH Aug. 1989 to Jul. 1995

CFO in charge of the whole Financial and Staff Area

- Pernod Ricard Portugal Aug.1995 to Jun.2015

Back Office Director in charge of Finance, Management Control, Procurement, Logistics, Production, Human Resources and Legal.

Lead in Portugal the Seagram (Sandeman & Co.) acquisition process - 2001 /2002

In charge of the Financial and HR Areas of the acquisition process of Allied Domecq (Cockburn Smithes & C.ª) - 2005/2006

Company representative in the Industry Association, ACIBEV, occupying the position of Vice President.

## 5. Navigator Shares

Does not hold shares representing the share capital of The Navigator Company, S.A.

April 2018