

**NAVIGATOR HOLDINGS LTD.
CHARTER OF THE NOMINATIONS COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of January, 2025)**

The Board of Directors (the “**Board**”) of Navigator Holdings Ltd. (the “**Company**”) has established the Nominations Committee of the Board (the “**Nominations Committee**” or “**Committee**”) with authority, responsibility and specific duties as described in this Nominations Committee Charter (the “**Charter**”).

1. Purpose

The Nominations Committee’s purpose is to:

- (i) Carry out the responsibilities delegated by the Board relating to the Company’s director nominations and Board succession processes;
- (ii) Assist in management succession processes at the invitation of the Compensation Committee;
- (iii) Identify and recommend to the Board for selection prospective director, officer and committee member candidates;
- (iv) Provide oversight of the Board and Board committee assessment process;
- (v) Carry out any related matters as may be required.

2. Composition

The Nominations Committee shall comprise at least three directors, the majority of whom should meet the independence requirements of the New York Stock Exchange.

The members of the Nominations Committee shall be appointed by a majority of the whole Board until their successors are duly appointed, subject to their earlier resignation, retirement, or removal. No member of the Nominations Committee shall be removed except by majority vote of the independent directors of the full Board then in office. The Board shall designate one of the independent members of the Nominations Committee to serve as Chairperson.

3. Duties and Responsibilities

The Nominations Committee shall have the following duties and responsibilities:

A. Nomination management

- (i) To determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in seeking nominees for director.
- (ii) To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Nominations Committee shall consider any director candidates recommended by the Company's shareholders validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company's articles of incorporation and bylaws.

- (iii) To make recommendations to the Board regarding the selection and approval of individuals identified to be nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders, subject to approval by the Board.
- (iv) To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- (v) To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually.
- (vi) If a vacancy on the Board and/or any Board committee occurs, to make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.
- (vii) To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

B. Management Development and Succession

- (i) Review periodically the process for identifying executive officers of the Company and make recommendations to the Board regarding the selection and appointment of executive officers of the Company.
- (ii) Provide assistance in evaluating candidates for succession of senior management at the invitation of the Compensation Committee.

C. Other Responsibilities

- (i) Perform any other activities consistent with this Charter, the Company's articles of incorporation, the Company's bylaws, and governing law as the Nominations Committee or the Board deems necessary or appropriate.

4. Resources

The Nominations Committee shall have:

- (i) Sole authority, and necessary funding, to retain, set compensation and retention terms for, oversee and terminate any consultants, legal counsel, or other advisors that the Nominations Committee determines is necessary or appropriate to employ to assist it in the performance of its duties; and
- (ii) Access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities.

5. Procedures

A. Meetings

The Nominations Committee will meet as frequently, at such time and places, as it deems necessary to fulfil its responsibilities, but in no event less than once per year. If it proves to be more practical,

meetings may be convened via telephone or video conferencing, as well as in person, or by unanimous written consent in accordance with the Company's articles of incorporation and bylaws (as may be amended from time to time). The Nominations Committee may invite other directors, any members of management or other consultants or advisors to its meetings as it deems appropriate, but any such party is not entitled to vote in any event.

The Chairperson of the Nominations Committee or a majority of the members of the Nominations Committee may call a special meeting of the Nominations Committee.

B. Quorum and Approval

A majority of the Nominations Committee's members will constitute a quorum. The Nominations Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Nominations Committee may also act by unanimous written consent in lieu of a meeting.

C. Rules

The Chair of the Committee will preside, when present, at all meetings of the Committee. The Nominations Committee is free to establish its rules and procedures for conducting its meetings, in so far as these remain consistent with applicable provisions of the current version of the Company's articles of incorporation and bylaws (as may be amended from time to time), including the designation of a Chair pro tempore in the absence of its Chair, and designation of a secretary of the Nominations Committee at any meeting thereof.

D. Minutes of Meeting and Reporting

The Nominations Committee will maintain minutes of its meetings, and each written consent to action taken without a meeting, reflecting the actions so authorised or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's books and records. The Nominations Committee will make regular oral or written reports to the Board, directly or through the Chair, of its actions and any recommendations to the Board.

E. Further Authority

The Nominations Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Nominations Committee, attend any meeting to provide such information as the Nominations Committee requests.

F. Review of Charter

The Nominations Committee will periodically review the need for changes in this Charter and recommend any proposed changes to the Board for approval. This Charter supersedes any Nominations Committee charter previously in force for the Company.

G. Performance Review

The Nominations Committee will review on an annual basis and evaluate its own performance and deliver a report to the Board setting forth the results of its evaluation.

In conducting its evaluation, the Nominations Committee shall address matters that it considers relevant to its performance, including, at a minimum, the adequacy, appropriateness and quality of information and recommendations presented to the Board, the manner in which they were discussed or debated, and



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whether the number and length of meetings of the Nominations Committee were adequate for the Nominations Committee to complete its work in a thorough and thoughtful manner.

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While the Nominations Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Nominations Committee members, except to the extent otherwise provided under applicable law.