

Governance, People and Compensation Committee

NAVIGATOR HOLDINGS LTD.
CHARTER OF THE GOVERNANCE, PEOPLE, AND
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of September 3, 2025)

The Board of Directors (the “**Board**”) of Navigator Holdings Ltd. (the “**Company**”) has established the Governance, People and Compensation Committee (the “**GPC Committee**”) with authority, responsibility and specific duties as described in this GPC Committee Charter (the “**Charter**”). All previous versions of this document are superseded by this version.

1. Purpose

The GPC Committee is mandated to assist and support the Board in discharging its duties and oversight responsibilities for matters related to Governance, People and Compensation as described in this Charter.

Such matters include monitoring key risks and opportunities related to a wide range of governance, people management and compensation concerns.

The GPC Committee aims to support the Board and Company in these four areas (and as otherwise delegated to the GPC Committee by the Board from time to time):

Governance

The Committee’s governance function, in close collaboration with the Company Secretary, monitors the effectiveness of the Board, its structure and ensures high standards of corporate governance are implemented throughout the business.

People and Nominations

The GPC Committee ensures the development of a strong talent and succession pipeline. Through this, it drives a culture that champions high performance, safety, diversity, inclusion, equity, and belonging. The goal is to build a performance-driven, healthy, and engaged workforce operating within a safe working environment.

The GPC Committee is also responsible for overseeing director and executive nominations, succession planning, and where requested, Board and committee assessments.

Compensation

The GPC Committee is tasked with formulating the compensation philosophy, pay structures and incentive goals for board directors and other key officers of the Company.

2. Organisation and composition

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

The members of the GPC Committee shall be nominated and 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 GPC Committee shall be removed except by majority vote of the independent directors of the full Board then in office. The GPC Committee shall recommend, and the Board shall designate, one of the independent members of the Compensation Committee to serve as Chairperson.

3. Duties and responsibilities

The GPC Committee's primary duties and responsibilities include the following:

Governance

- Board effectiveness and structure, including issues around board composition and succession.
- Ensuring high standards of corporate governance, in collaboration with the Company Secretary, and adherence to governance guidelines, procedures and best practices.
- Ensuring ethical business conduct and compliance across the Company and its dealings with external stakeholders.

People and Nominations

- Ensuring leadership development and succession planning, including the broader development of executive talent across the Company.
- Monitoring organisational health, including company culture, employee engagement, occupational health and safety and monitoring human capital trends.
- Overseeing diversity, equity, inclusion and belonging, including target setting and performance monitoring.
- Establishing criteria for Board membership, identifying and recommending qualified candidates, and overseeing the nomination and appointment process, including filling vacancies.
- Reviewing any director candidates recommended by the Company's shareholders provided they are nominated validly in accordance with applicable laws, rules and regulations and the provisions of the Company's articles of incorporation and bylaws.
- Reviewing and recommending Board and committee composition, managing on-boarding and ongoing director education. Developing and overseeing annual evaluations of the Board and its committees, subject to Board approval.
- Periodically reviewing director compensation, developing and maintaining succession plans for the CEO and senior executives, and identifying and evaluating potential successors.

Compensation

- Establishing and reviewing the Company's compensation philosophy and the adequacy of compensation plans for board directors, executive officers and other Company employees.
- Establishing and administering compensation arrangements and incentive goals, including all officers of the Company subject to Section 16 of the Securities and Exchange Act of 1934, as amended.
- Periodically review the adequacy of compensation plans for the officers and other employees, comparing such plans to those of the Company's peer groups, ensuring appropriate levels of incentive to management and aligning management's goals with interests of stockholders, and report the results of, and recommendations resulting from, such review to the Board.
- Oversee the administration of the company's short and long term compensation plans.

4. Resources

The GPC Committee is empowered in its sole discretion to appoint and retain (as well as terminate) any advisors or experts it deems necessary to assist in performance of its duties and responsibilities under this Charter. It shall have access to internal advisors and all other resources within the Company to assist in carrying out its duties and responsibilities.

The GPC Committee shall receive appropriate funding from the Company, as determined by the GPC Committee, for: (a) payment of compensation to any advisors employed by the GPC Committee; and (b) ordinary administrative expenses of the GPC Committee necessary or appropriate in carrying out its duties.

5. Procedures

A. Meetings

The GPC Committee will meet as frequently, at such times and places as it deems necessary to fulfil its responsibilities. 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 GPC Committee may invite any members of management, consultants, or advisors to its meetings as it deems appropriate, but any such party is not entitled to vote in any event.

Alongside the GPC Committee's primary responsibilities, the GPC Committee may exercise any other powers and meet other obligations consistent with the purposes, duties and responsibilities explicitly stated within this Charter, as delegated by the Board.

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



B. Quorum and Approval

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

C. Rules

The Chairperson of the GPC will preside, when present, at all meetings of the GPC committee. The GPC 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 Chairperson pro tempore in the absence of its Chairperson, and designation of a secretary of the GPC Committee at any meeting thereof.

D. Minutes of Meeting and Reporting

The GPC Committee will maintain minutes of its meetings, and each written consent where decisions are taken without a meeting, reflecting all of the actions 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 GPC Committee will make regular oral or written reports to the Board, directly or through the Chairperson, of its actions and any recommendations to the Board.

E. Review of Charter

The GPC Committee will periodically review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

F. Performance Review

The GPC 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 GPC Committee shall consider, 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 whether the number and length of meetings of the GPC Committee were adequate for the Committee to complete its work thoroughly and thoughtfully.

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While the GPC 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 GPC Committee members, except to the extent otherwise provided under applicable law.