NAVIGATOR GAS

# Sustainability and Strategy Committee

**NAVIGATOR HOLDINGS LTD.**
CHARTER OF THE SUSTAINABILITY AND STRATEGY 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 Sustainability and Strategy Committee (the "**S&S Committee**") with authority, responsibility and specific duties as described in this S&S Committee Charter (the "**Charter**").

## 1. Purpose

The S&S Committee is mandated to assist and support the Board in discharging its duties and oversight responsibilities for the Company's long-term strategic planning and sustainability initiatives as described in this Charter.

The Committee is responsible for ensuring the alignment of corporate strategy with sustainability goals, enhancing long-term value creation, and embedding responsible, resilient, and innovative business practices into all key strategic decisions.

Key focus areas of the Committee include:

- Supporting sustainable operations, innovation, and risk management. Overseeing the Company's progress on safe, energy-efficient, and responsible operations.
- Reviewing corporate and fleet strategy.
- Evaluating major capital allocation and investment proposals.
- Aligning business objectives with decarbonization targets and operational efficiency.

## 2. Organisation and composition

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

## 3. Duties and responsibilities

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

Sustainability oversight

- Reviewing and advising on the Company's decarbonization roadmap, climate targets, and transition plans.
- Overseeing the integration of sustainability principles into operations, asset management, and business processes.
- Monitoring environmental and energy performance, safety initiatives, and responsible operations.
- Supporting transparent and credible sustainability reporting, disclosures, and stakeholder communications.

Strategy oversight

- Reviewing the Company's long-term business and fleet strategy, ensuring alignment with emerging trends, market conditions, and sustainability considerations.
- Evaluating significant capital expenditures, M&A transactions, and investment plans to assess alignment with strategic and sustainability priorities.
- Advising on innovation and emerging technologies relevant to sustainable growth.

Challenges, Opportunity, and Resilience

- Identifying material risks and opportunities related to our business activities, climate, energy transition, market dynamics, and regulatory changes.
- Promoting resilience and adaptability in strategy and operations, including scenario analysis and consistency of economic analyses.

Culture and Accountability

- Promoting a culture of innovation, responsibility, and continuous improvement across the organization.
- Ensuring that sustainability and strategic performance metrics are embedded in decision-making processes and KPIs.

## 4. Resources

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

## 5. Procedures

A. Meetings

The S&S Committee will meet quarterly as a minimum and 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 S&S 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 S&S Committee's primary responsibilities, the S&S 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 S&S Committee, or a majority of the members of the S&S Committee, may call a special meeting of the S&S Committee.

B. Quorum and Approval

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

C. Rules

The Chairperson of the S&S will preside, when present, at all meetings of the S&S committee. The S&S 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 S&S Committee at any meeting thereof.

D. Minutes of Meeting and Reporting

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

F. <u>Performance Review</u>

The S&S Committee will conduct an annual review to evaluate its performance and subject itself to a review and evaluation by the Board. In conducting its evaluation, the S&S 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 S&S Committee were adequate for the Committee to complete its work thoroughly and thoughtfully.

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*While the S&S 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 S&S Committee members, except to the extent otherwise provided under applicable law.*