

**NAVIGATOR HOLDINGS LTD.
CHARTER OF THE ESG COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of January, 2023)**

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

1. Purpose

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

Such matters include monitoring key risks and opportunities related to a wide range of sustainability concerns, including climate change, emissions, energy management, supply chain responsibility, health and safety, human rights, diversity and inclusion and corporate governance.

The ESG Committee aims to support the Board and Company in:

- Identifying ESG priorities with the aim of integrating a sustainable approach to business in the Company’s long-term strategy;
- Providing overall oversight over the implementation of the Company’s ESG initiatives;
- Establishing and reinforcing a culture of open discussion and communication on ESG topics; and
- Creating a balance between an appropriate ESG culture with the ongoing needs of the business.

2. Organisation and composition

The ESG Committee shall be composed of three members of the Board. Members of the ESG Committee shall be appointed by the Board for such term or terms as the Board may determine. The Board shall appoint one individual to act as the Chair of the ESG Committee.

The Board is free to appoint or remove members of the ESG Committee with or without cause, and members may resign voluntarily.

3. Duties and responsibilities and authority

The ESG Committee’s primary duties and responsibilities include the following:

- Making recommendations to the Board’s overall strategy concerning ESG matters;
- Reviewing, discussing, and making recommendations on appropriate objectives, strategies and targets to improve the Company’s overall ESG performance;
- Reviewing and providing oversight of the Company’s diversity policy, objectives and targets. Diversity, in this context, includes several factors, including race, colour, religion, creed, national origin, ethnicity, gender, age, sexual orientation, and people with health conditions or impairments;
- Assisting in overseeing internal and external stakeholder communications on the Company’s position and approach to ESG matters;
- Providing oversight of the Company’s mandatory and voluntary disclosures of ESG metrics;
- Monitoring and reporting on current and emerging ESG topics which could have a desirable or adverse impact on the business, its stakeholders, and the company’s public image; and
- Reporting the activities of the ESG Committee to the Board on at least an annual basis.

Alongside the ESG Committee's primary responsibilities, the ESG 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 ESG Committee is empowered to appoint and retain any outside legal counsel, advisors or experts it deems necessary to fulfil its duties and responsibilities under this Charter. The ESG Committee shall receive appropriate funding from the Company, as determined by the ESG Committee, for: (a) payment of compensation to any advisors employed by the ESG Committee; and (b) ordinary administrative expenses of the ESG Committee necessary or appropriate in carrying out its duties. However, the ESG Committee shall not be required to implement or act consistently with the advice or recommendations of its advisors or experts, and the authority granted in this ESG Charter shall not affect the ability or obligation of the ESG Committee to exercise its own judgement in fulfilment of its duties under this ESG Charter. The ESG Committee has authority to have access to and obtain assistance from the officers and employees of the Company as it deems necessary, advisable or appropriate.

4. Procedures

A. Meetings

The ESG Committee will meet as frequently, at such time 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 ESG Committee may invite other directors, any members of management or other consultants or advisors to its meetings as it deems appropriate, any such party is not entitled to vote in any event.

B. Quorum and Approval

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

C. Rules

The ESG 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 ESG Committee at any meeting thereof.

D. Minutes of Meeting and Reporting

The ESG Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through the Chair, of its actions and any recommendations to the Board.

E. Review of Charter

The ESG 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 ESG Committee will review on an annual basis and evaluate its own performance and subject itself to a review and evaluation by the Board.

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