



**NAVIGATOR HOLDINGS LTD.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
(Adopted as of October, 2013)**

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

I. Purposes

The purposes of the Committee are to:

- A. Assist the Board in fulfilling its oversight responsibilities regarding the:
 - Integrity of the Company’s financial statements;
 - Company’s compliance with legal and regulatory requirements;
 - Qualifications, independence and performance of the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (the “*Independent Auditor*”); and
 - Effectiveness and performance of the Company’s internal audit function.
- B. Annually, prepare an Audit Committee Report and publish the report in the Company’s proxy statement for its annual meetings of shareholders, in accordance with applicable rules and regulations; and
- C. Perform such other functions as the Board may assign to the Committee from time to time.



II. Membership

Subject to applicable transition periods, the Committee must consist of not less than three members of the Board. All members of the Committee must be “independent” as defined by the rules of the U.S. Securities and Exchange Commission (“**SEC**”) and the listing requirements of the New York Stock Exchange (“**NYSE**”); *provided, however*, that this requirement is subject to applicable transition periods. Each member of the Committee must meet the financial literacy requirements of the NYSE, and at least one member of the Committee must be an “Audit Committee financial expert” (as defined by applicable rules of the SEC). Committee members may not simultaneously serve on the Audit Committees of more than two other public companies. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and its Chairman will be selected by the Board and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman has not been designated by the Board or is not present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in attendance.

III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statement, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

A. Authority

The Committee has the authority to:

1. Conduct or authorize investigations into any matter, including, but not limited to, complaints relating to accounting, internal accounting controls or auditing matters, within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
2. Retain and determine funding for legal counsel, accounting experts and other advisors, including the sole authority to appoint or replace the Independent Auditor (subject, if applicable, to shareholder ratification), as it deems necessary or appropriate to fulfill its responsibilities. The Committee may also utilize the services of the Company’s regular outside legal counsel or other advisors to the Company. The Company must provide appropriate funding, as determined by the Committee, for payment of (a) compensation to any Independent Auditor engaged for the purpose of rendering or issuing an audit report or performing other audit, review or

attest services for the Company; (b) compensation to any advisors employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees do not have the authority to engage independent legal counsel, accounting experts or other advisors unless expressly granted such authority by the Committee. Each subcommittee will keep minutes and regularly report to the Committee.

B. Responsibilities

The Committee's responsibilities are limited to oversight. Although the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with U.S. generally accepted accounting principles ("**GAAP**") and applicable laws, rules and regulations. These are the responsibilities of management and the Independent Auditor.

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Auditor hired for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee and the Independent Auditor will discuss the firm's responsibilities and the responsibilities of management in the audit process. The Independent Auditor will report directly to the Committee. In addition, the Committee will oversee the resolution of any disagreements between the Company's management and the Independent Auditor regarding financial reporting.

The Committee will review the performance of the Independent Auditor, including its lead partner, at least annually. In connection with that review, the Committee will review the experience and qualifications of the Independent Auditor and its senior personnel that are providing audit services.

2. *Pre-Approval of Services.* Before the Independent Auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee must pre-approve the engagement. Committee pre-approval of audit and non-audit services is not required if the engagement for the services is entered into pursuant to pre-approval policies and procedures

established by the Committee. The Chairman of the Committee has the authority to grant pre-approvals, provided such approvals are within the pre-approval policy and presented to the Committee at a subsequent meeting.

3. *Independence of Independent Auditor.* The Committee will, at least annually, review the independence and quality control procedures of the Independent Auditor and the experience and qualifications of the Independent Auditor's senior personnel that are providing audit services to the Company. In conducting its review, the Committee will:
 - a) Obtain and review a report prepared by the Independent Auditor describing (i) the firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, involving one or more independent audits carried out by the firm, and any steps taken to address and respond to any such issues.
 - b) Discuss with representatives of the Independent Auditor its independence from the Company, and obtain and review a written statement prepared by the Independent Auditor describing all relationships between the Independent Auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board (the "*PCAOB*") regarding the Independent Auditor's communications with the Committee concerning independence, and consider the impact that any relationships or services may have on the objectivity and independence of the Independent Auditor.
 - c) If applicable, consider whether the provision by the Independent Auditor of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the Independent Auditor.
 - d) Confirm with the Independent Auditor that the firm is in compliance with the partner rotation requirements established by the SEC.
 - e) Consider whether, in order to assure continuing independence of the Independent Auditor, it is appropriate to adopt a policy of rotating the Independent Auditor on a regular basis.

Annual Financial Statements and Annual Audit

1. *Meetings with Management and the Independent Auditor.* The Committee will:

- a) Meet with management and the Independent Auditor (including separately, as required) in connection with each annual audit to discuss the audit plan, scope of the audit, the significant procedures to be followed and the staffing of the audit.
- b) Before the issuance of the audit report, discuss with the Independent Auditor matters required by Auditing Standards No. 16 of the PCAOB relating to the conduct of the audit, including critical accounting policies and practices, critical accounting estimates and significant unusual transactions, the Independent Auditor's evaluation of the quality of the Company's financial reporting and identified weaknesses in internal controls.
- c) Review and discuss the annual audited financial statements with management and the Independent Auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

2. *Separate Meetings with the Independent Auditor.* The Committee will:

- a) Review with the Independent Auditor any problems or difficulties the Independent Auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the Independent Auditor are: (i) any accounting adjustments that were noted or proposed by the Independent Auditor but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the Independent Auditor's national office respecting auditing or accounting issues presented by the engagement; and (iii) once required, any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company. The Committee will obtain from the Independent Auditor assurances that Section 10A(b) of the Securities Exchange Act of 1934, as amended, has not been implicated. The review should also include discussion of the responsibilities, budget and staffing of the Company's internal audit function.
- b) Discuss with the Independent Auditor the report that such firm is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the Independent Auditor identifies as critical; (ii) all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed among management and

the Independent Auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor; and (iii) all other material written communications between the Independent Auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal control over financial reporting and disclosure controls and procedures, including the Company's process for performing required certifications under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 and, if applicable, the Company's annual assessment of the effectiveness of internal controls and the Independent Auditor's report on the Company's assessment, the Independent Auditor's engagement letter, the Independent Auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and classifications not recorded, if any.

- c) Discuss with management any earnings press releases (paying particular attention to the use of non-GAAP information) or earnings guidance distributed publicly relating to annual results. Such discussions may be in general terms (*i.e.*, discussion of the types of information to be disclosed and the types of presentations to be made).
 - d) Conduct a private session with the independent auditors in connection with the issuance of each annual report to the SEC.
3. *Recommendation to Include Financial Statements in Annual Report.* The Committee will, based on the review and discussions above, determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 20-F for the fiscal year subject to the audit.

Quarterly Financial Statements

1. *Meetings with Management and the Independent Auditor.* The Committee will:
- a) Review and discuss the quarterly financial statements with management and the Independent Auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee will discuss with the independent auditors their review procedures and findings.
 - b) Discuss with management any earnings press releases (paying particular attention to the use of non-GAAP information) or

earnings guidance distributed publicly relating to quarterly results. Such discussions may be in general terms (*i.e.*, discussion of the types of information to be disclosed and the types of presentations to be made).

- c) Conduct a private session with the independent auditors in connection with the issuance of each quarterly report to the SEC.

Internal Audit

1. *Appointment and Removal.* Each year, the Committee will review and advise the Board on the selection and removal of the internal auditor.
2. *Performance.* The Committee will annually review the activities, structure and the performance of the internal audit function.
3. *Separate Meetings with the Internal Auditor.* The Committee will periodically meet separately with the Company's internal auditor to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant the Committee's attention. In addition, the Committee will discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

Other Powers and Responsibilities

1. The Committee will review with management and the Independent Auditor the Company's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be in general terms (*i.e.*, discussion of the types of information to be disclosed and the types of presentations to be made).
2. The Committee will discuss with management and the Independent Auditor any related party transactions brought to the Committee's attention, which could reasonably be expected to have a material impact on the Company's financial statements.
3. The Committee will discuss with management and the Independent Auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.
4. The Committee will discuss with the Company's outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.



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5. The Committee will request assurances from management, the Independent Auditor and the Company's internal auditors that any foreign subsidiaries and/or foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.
6. The Committee will meet with management on a periodic basis to discuss matters related to the Company's internal control over financial reporting and other matters related to the Company's internal audit function.
7. The Committee will review and discuss with management and the Independent Auditor the Company's report on internal control over financial reporting, once required, prior to filing the Company's Annual Report on Form 20-F.
8. The Committee will discuss with management the Company's philosophy, tolerances, and policies with respect to risk assessment and risk management. In addition, the Committee will discuss with management the Company's significant financial risk exposures and the actions management has taken to monitor and control such exposures.
9. The Committee will review the Company's policies for hiring employees or former employees of the Company's Independent Auditor to ensure that the policy meets all SEC regulations and exchange listing requirements.
10. The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee will also establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
11. The Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding potential violations of applicable laws, rules and regulations or of the Company's codes, policies and procedures. The Committee will also establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable compliance matters.
12. As required, the Committee will prepare for inclusion in the Company's proxy statement for its annual meeting of shareholders the report of the audit committee required by the rules of the SEC.
13. The Committee will review with the Board the Company's Corporate Code of Business Conduct and Ethics and its enforcement at least annually.
14. The Committee will review the adequacy and succession planning of the Company's accounting and financial personnel at least annually.

15. The Committee will review disclosures by the Company's Chief Executive Officer and Chief Financial Officer during the certification process for the Company's Annual Report on Form 20-F about any significant deficiencies in the design or operation of internal controls or material weaknesses therein.

IV. Procedures

- A. **Meetings.** The Committee will meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee will meet on at least a quarterly basis (prior to the filing of the Company's interim reports on Form 6-K and Annual Report on Form 20-F with the SEC) and may meet more frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's articles of incorporation and bylaws (as may be amended from time to time). Meetings of the Committee will be held at such time and place, and upon such notice, as its Chairman may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent advisors and consultants, representatives of the Company's Independent Auditor, the Company's internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but may not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event are not entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

- B. **Quorum and Approval.** A majority of the Committee's members will constitute a quorum. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. **Rules.** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of its Chairman and designation of a secretary of the Committee at any meeting thereof.
- D. **Reports.** The Committee will maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board. These reports will include a discussion of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's Independent

Auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

- E. **Review of Charter.** The Committee will periodically review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. **Performance Review.** Each year, the Committee will review and evaluate its own performance and will subject itself to a review and evaluation by the Board.
- G. **Fees; Reimbursement of Expenses.** Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee and will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman.

V. Posting Requirement

The Company will make this Charter available on or through the Company's website as required by applicable rules and regulations. In addition, the Company will disclose in its proxy statement for its annual meeting of shareholders or in its Annual Report on Form 20-F that a copy of this Charter is available on the Company's website and provide the website address.

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While the 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 Committee members, except to the extent otherwise provided under applicable federal or state law.