TEEKAY TANKERS LTD.

NOMINATING, GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

Purpose:

The Nominating, Governance and Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Teekay Tankers Ltd., a Bermuda exempted company (the "**Company**"), shall have the following purposes:

- identify individuals qualified to become members of the Board and recommend to the Board nominees for election as Directors;
- maintain oversight of the operation and effectiveness of the Board and the corporate governance of the Company;
- develop, update as necessary and recommend to the Board corporate governance principles and policies applicable to the Company, including Corporate Governance Guidelines;
- monitor compliance with such principles and policies;
- discharge responsibilities of the Board relating to compensation of the Board and the Company's executives; and
- evaluate and approve incentive compensation plans and equity-based plans of the Company.

The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

Composition:

Independence

The Committee shall be composed of two or more Directors, as determined by the Board, each of whom shall meet, as determined by the Board, the independence standards established by the New York Stock Exchange ("**NYSE**"), other applicable laws and regulations governing independence.

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board on the recommendation of the Chair of the Board following the Chair's consultation with the incumbent Chair of the Committee. The Board may remove any member from the Committee at any time with or without cause.

Duties and Responsibilities:

The Committee shall have the following duties and responsibilities, in addition to any other duties and responsibilities assigned to the Committee from time to time by the Board.

Director Selection

- Review the qualifications of all Director candidates and nominees and recommend for approval by the Board the nominees to stand for election as Directors of the Company (at the Company's annual meeting of shareholders and, as the need arises, to fill any Board vacancies), based on the Director Selection Guidelines outlined in Exhibit A to this Charter.

- Establish and periodically review policies and procedures related to shareholder recommendation or nomination of Director candidates.

- Periodically review and recommend to the Board appropriate revisions to the Director Selection Guidelines outlined in Exhibit A to this Charter.

- Establish and periodically review procedures for the review, approval and recommendation of Director candidates.

Board and Board Performance

- Periodically review the size, structure and overall composition of the Board and its committees and recommend to the Board any changes.

- Periodically review the appropriateness of any restrictions on Board service, such as any term limits and any retirement policy.

- Annually (or as the need arises to fill any vacancies) recommend to the Board the appointment of Directors to Committees of the Board and advise the Board and the committees about the selection of committee Chairs.

- Oversee annual evaluations of the performance of the Board, its Chair and its Committees and their Chairs.

- Receive the resignations of Directors who change the principal occupation they held when elected to the Board, review the continued appropriateness of Board membership by such person, and make a recommendation to the Board regarding acceptance of the resignation.

- Investigate any potential conflict of interest by a Director as assigned to it by the Board.

- Monitor the process for and scope of communications between (a) employees, shareholders and other interested parties and (b) non-management Directors or the presiding non-management Director.

- Recommend the frequency of regular meetings of non-management Directors and develop the format for such meetings, including, if the Board does not have a non-management Chair, the selection of the presiding Director at such meetings.

- Design and oversee an orientation program for new Directors and any continuing education programs for the Directors.

Governance Policies

- Develop and at least annually review and recommend to the Board appropriate revisions to the Company's Corporate Governance Guidelines pursuant to, and to the extent required by, regulations and listing standards applicable to the Company from time to time.

- Monitor compliance with and the effectiveness of the Corporate Governance Guidelines.

- Monitor developments in the corporate governance field; develop, review and recommend to the Board, as appropriate, other principles and policies relating to corporate governance; and monitor compliance with and the effectiveness of such principles and policies, as appropriate.

*Chief Executive Officer ("**CEO**") and Executive Compensation*

- Review and approve goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of these goals and objectives, and determine and approve the CEO's compensation based on this evaluation.

- Review and approve the annual evaluation process and determination of compensation structure of all executive officers of the Company other than the CEO, and report such determinations and actions to the Board.

- Review and approve employment agreements, severance agreements, change of control agreements and other similar agreements to which the Company (or its subsidiaries) is a party and relating to executive officers, and any material amendments thereto.

Board Compensation

- Review the Company's Director compensation practices in relation to comparable companies, and recommend to the Board, as appropriate, revisions to Director compensation practices.

Equity Ownership Guidelines

- Periodically review the desirability of, and, if determined to be appropriate by the Committee, develop and recommend to the Board, equity ownership guidelines and monitor progress toward meeting any such guidelines.

Incentive Compensation Plans and Equity-based Plans

- Recommend to the Board for its approval and, where required by applicable rules, submission to the Company's shareholders, incentive compensation plans and equity-based plans with respect to the Company, and periodically review these plans and recommend to the Board any changes.

- Review management's recommendations for non-executive incentive plans and annually review plan goals and results.

General

- Undertake any other duties and responsibilities relating to compensation or governance matters that the Board may delegate to the Committee, or that the Committee deems appropriate for it to carry out its purpose under this Charter.

Reports

- Regularly report to the Board on significant matters arising from the Committee's activities, and annually regarding the Committee's assessment of the Board's performance.

External Advisors:

The Committee may, at the expense of the Company, obtain advice and assistance from director search firms, outside legal counsel, compensation consultants and other advisors as the Committee deems necessary or appropriate to carry out its duties, and shall have the sole authority to select, retain, terminate and compensate these advisors without seeking Board approval.

To the extent required by rules of the NYSE, prior to selecting or receiving advice from an advisor for any compensation-related matters, the Committee will conduct an independence assessment taking into consideration the factors set forth in such rules and any other factors the Committee deems relevant to the advisor’s independence from management.

As the Committee deems appropriate, it may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee or the Board, provided such delegation is not inconsistent with the duties and responsibilities of this Charter and the applicable rules and regulations of the NYSE.

Meetings:

The Committee shall establish a meeting calendar annually. The Committee may hold such other meetings as are necessary or appropriate for the Committee to fulfill its responsibilities. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

Evaluation:

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations for improvement.

EXHIBIT A

TEEKAY TANKERS LTD.

DIRECTOR SELECTION GUIDELINES

The Charter of the Nominating, Governance and Compensation Committee (the "**Committee**") of the Board requires the Committee to periodically review and recommend to the Board appropriate revisions to these Director Selection Guidelines. The following guidelines have been adopted by the Board.

Director Qualifications:

When considering potential Director candidates for nomination or election, Directors should consider the following qualifications, among others, of each Director candidate:

- High standard of personal and professional ethics, integrity and values;
- Training, experience and ability at making and overseeing policy in business, government or education sectors;
- Willingness and ability to keep an open mind when considering matters affecting interests of the Company and its constituents;
- Willingness and ability to devote the required time and effort to fulfill effectively the duties and responsibilities related to Board and committee membership, including consideration of, among other factors, employment demands and other board and committee service;
- Willingness and ability to serve on the Board for multiple terms, if nominated and elected, to enable development of a deeper understanding of the Company's business affairs;
- Commitment not to engage in activities or interests that may create a conflict of interest with a Director's responsibilities and duties to the Company and its constituents (other than potentially serving as a director of multiple companies in the Teekay group of companies); and
- Commitment to act in the best interests of the Company and its constituents, and objectively assess Board, committee and management performances.

Board Composition Selection Criteria:

The Board believes that its effectiveness depends on the overall mix of the skills and characteristics of its Directors. Accordingly, the following factors, among others, relating to Board composition should be considered when determining Board needs and evaluating Director candidates to fill such needs:

- Independence;
- Diversity (e.g. gender, race, ethnicity, in addition to other items included in this list);
- Professional experience;
- Other demands on the candidate's time and energies, including employment and other board and committee service;
- Industry knowledge (e.g., relevant industry or trade association participation);

- Skills and expertise (e.g., accounting or financial);
- Leadership qualities;
- Public company board and committee experience;
- Non-business related activities and experience (e.g., academic, civic, public interest, other);
- Board continuity (including succession planning);
- Board size;
- Number and type of committees, and committee sizes; and
- Legal and U.S. Securities and Exchange Commission and New York Stock Exchange requirements and recommendations, and other corporate governance-related guidance regarding board and committee composition.

Selection Procedures:

Potential Director candidates should be referred to the Chair of the Committee for consideration by the Committee and possible recommendation to the Board. The Committee shall maintain a list of Director candidates to consider and propose to the Board, as required. If necessary or desirable in the opinion of the Committee, the Committee will determine appropriate means for seeking additional Director candidates, including engagement of any search firm to assist the Committee in the identification of Director candidates. The Committee shall be responsible for conducting appropriate inquiries into the backgrounds and qualifications of potential Director candidates.

The Committee shall decide on the appropriate means for the review of individual Director candidates, including current Directors, and the recommendation of Director candidates to the Board. In the event of a vacancy on the Board, the Chair of the Committee shall initiate, if directed by the Board, the effort to identify appropriate Director candidates.

Reviewed: June 2026