



Charter of the Compensation Committee of the Board of Directors of TransMontaigne GP L.L.C. Adopted: September 9, 2016

Overview

TransMontaigne Partners L.P. (the “Partnership”) is a publicly traded Delaware limited partnership, the general partner of which is TransMontaigne GP L.L.C. (the “General Partner”), which is indirectly owned and controlled by ArcLight Energy Partners Fund VI, L.P. and its affiliates including Gulf TLP Holdings, LLC (collectively “ArcLight”).

The General Partner is responsible for managing the operations and activities of the Partnership since the Partnership does not have its own officers or employees. Accordingly, all of its management and operational activities are provided by officers and employees of TLP Management Services LLC (“TLP Management Services”), a wholly owned subsidiary of Gulf TLP Holdings, LLC, under the direction, supervision and control of the General Partner. The Partnership reimburses TLP Management Services for such personnel, including equity incentive grants to key employees, pursuant to the Second Amended and Restated Omnibus Agreement, dated March 1, 2016, by and among Gulf TLP Holdings, LLC, TLP Management Services, the Partnership, the General Partner, TransMontaigne Operating GP L.L.C. and TransMontaigne Operating Company L.P. (the “Omnibus Agreement”).

The Board of Directors of the General Partner (“Board”) and the Compensation Committee of the Board (“Committee”) perform only a limited advisory role (as set forth in Section 5 herein) in setting the compensation of the executive officers of the General Partner, which is determined by TLP Management Services or a designated committee thereof.

1. Purpose

The Committee is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Company’s directors. The Committee has overall responsibility for evaluating and recommending to the Board the director compensation plans, policies and programs of the Partnership. In addition, the Committee, with the concurrence of the conflicts committee of the Board, will review on an annual basis, the awards granted by TLP Management Services under the TLP Management Services LLC Long Term Incentive Plan (and all sub-plans thereof, including, without limitation, the Savings and Retention sub-plan) dated February 26, 2016 (collectively, the “Long Term Incentive Plan”) and shall approve the aggregate amount of reimbursement, if any, for such awards to be paid by the Partnership to TLP Management Services or its affiliates, conditioned upon satisfaction of the reimbursement obligations under the Omnibus Agreement.

2. Membership and Qualification

The Committee shall consist of not less than two, nor more than five, members, all of whom shall satisfy the definition of “independent” under the listing standards of the New York Stock Exchange. The Committee members shall be elected annually by the Board for terms of one year, or until their successors shall be duly elected and qualified. Committee members may be replaced by the Board between annual appointments. Unless a Committee Chairman is elected by the full Board, the Committee members may designate a Chairman. Each member of the Committee also shall satisfy all requirements necessary from time to time to be "disinterested directors" under SEC Rule 16b-3 and qualified "outside directors" under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

3. Meetings and Other Actions

The Committee will meet at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee, the Chairman of the Board, if any, or the Chief Executive Officer (“CEO”).

Unless otherwise authorized by the Board, the Committee shall not delegate any of its authority to any subcommittee.

The Committee will make regular reports to the Board with respect to the discharge of its functions under this Charter. Reports of meetings of and actions taken at meetings or by consent by the Committee since the most recent Board meeting (except to the extent covered in an interim report circulated to the Board) shall be made by the Committee Chairman, or his or her delegate to the Board, at its next regularly scheduled meeting following the Committee meeting or action and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Committee Chairman, or his or her delegate, shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

4. Duties, Responsibilities and Authority

- The Committee will periodically evaluate the compensation of directors, including for service on Board committees and taking into account the compensation of directors at other comparable companies, and will make recommendations to the Board regarding any adjustments in director compensation that the Committee considers appropriate.
- The Committee will take action on grants and awards, determinations with respect to achievement of performance goals, and other matters provided in the Long-Term Incentive Plan or any other compensation plan which it is designated to administer for the benefit of the independent directors.
- The Committee, with the concurrence of the conflicts committee, will review on an annual basis the awards granted by TLP Management Services under the Savings and Retention sub-plan and shall approve the aggregate amount of the reimbursement, if any, for such awards to be paid by the Partnership to TLP Management Services or its

affiliates conditioned upon satisfaction of the reimbursement obligations under the Omnibus Agreement.

- The Committee will produce a compensation committee report if required by the SEC to be included in the Partnership's annual report on Form 10-K filed with the SEC.
- The Committee will have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director compensation and will have sole authority to approve the consultant's fees and other retention terms.
- The Committee will also have authority to obtain advice and assistance from any compensation consultant, internal or external legal, accounting or other advisors on matters of director, executive officer or employee compensation, benefits or matters reasonably related thereto, including, without limitation, indemnification and exculpation of liability for officers, directors and employees of the General Partner and the Partnership and executive liability insurance for such persons.
- The Committee will perform an annual self-evaluation of the Committee's performance and annually reassess the adequacy of and, if appropriate, propose to the Board, any desired changes in, the Committee's Charter.
- The Committee will perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board, or as designated in benefit plan documents.

5. Miscellaneous

The Committee may, at its discretion or upon request from the Board, make recommendations to the Board with respect to:

- The goals and objectives relevant to the CEO's compensation, the CEO's performance in light of those goals and objectives, and the CEO's compensation levels based on this evaluation.
- Non-CEO executive officer compensation, including incentive compensation and compensation under equity-based plans that are subject to Board approval.
- The terms and administration of the annual and long-term incentive plans provided for the benefit of the officers and employees who provide services for and on behalf of the Partnership to assure that such plans are structured and administered in a manner consistent with the Partnership's goals and objectives as to participation in such plans, target annual incentive awards, the Partnership's financial goals, actual awards paid to the participants, and total funds available for payment under the compensation plans.
- Any other matter pertaining to director or employee compensation and benefits.
