

**NOMINATING, GOVERNANCE AND CONFLICTS COMMITTEE CHARTER**

**Article I.**

**PURPOSE**

The Nominating, Governance and Conflicts Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Legacy Reserves GP, LLC, the general partner (the “*General Partner*”) of Legacy Reserves LP (the “*Partnership*”), has been appointed by the Board for the purpose of:

1. Identifying, recruiting, evaluating and recommending individuals for election to the Board and the committees thereof as well as to fill any vacancies, consistent with criteria approved by the Board;
2. Evaluating any director candidates recommended by unitholders of the Partnership pursuant to the procedures set forth in the Amended and Restated Agreement of Limited Partnership of the Partnership to be followed by unitholders in making such recommendations;
3. Developing and overseeing the General Partner’s policies and procedures regarding compliance with applicable laws and regulations relating to the honest and ethical conduct of the General Partner’s directors, officers and employees, which shall include oversight of the General Partner’s Code of Ethics and its Code of Ethics for Chief Executive Officer and Senior Financial Officers (as well as the sole responsibility for granting any waivers thereunder);
4. Overseeing the evaluations of the Board, the committees of the Board and management. The Committee is also charged with making regular reports to the Board and delivering any reports that may from time to time be required by the rules of the NASDAQ Stock Market, LLC (“*NASDAQ*”) or the Securities and Exchange Commission (the “*SEC*”) to be included in the Partnership’s annual proxy statement or annual report on Form 10-K; and
5. Reviewing and approving related party transactions (i) pursuant to the limited partnership agreement of the Partnership or the limited liability company agreement of the General Partner, as such agreements may be amended from time to time, (ii) in which an executive officer or director of the General Partner or of any Partnership subsidiary, or an immediate family member of such an officer or director has a material financial interest or is otherwise a party to such transaction, or (iii) when requested to do so by management or the Board. The term “immediate family member” shall have the meaning as defined in the rules of the NASDAQ or such other national securities exchange on which the Partnership’s units may be listed.

**Article II.**  
**MEMBERSHIP**

The Committee shall consist of no fewer than three members of the Board. Prior to their election and annually thereafter, the members of the Committee shall each have been affirmatively determined by the Board to be “independent” as defined by the NASDAQ listing standards.

Each member of the Committee shall be elected by the Board and shall serve until the expiration of such member’s term or until such member’s earlier resignation, retirement or removal. The members of the Committee may be removed at any time, with or without cause, by majority vote of the Board.

The Board shall elect a Chairperson of the Committee who will chair all regular sessions of the Committee and set the agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her earlier resignation, retirement or removal. If the Chairperson is absent from a particular meeting, another member of the Committee shall serve as chairperson for purposes of that meeting. The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**Article III.**  
**MEETINGS**

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or its Chairperson deem advisable.

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware Limited Liability Company Act.

The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

**Article IV.**  
**AUTHORITY**

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate in its sole discretion. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the General Partner and the Partnership. The Committee will take all necessary steps to preserve the privileged nature of those communications. In addition, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

**Article V.**  
**RESPONSIBILITIES AND DUTIES**

The Committee shall have the following responsibilities and duties:

1. To identify, recruit and evaluate candidates for membership on the Board and the committees thereof;
2. To develop a process to be used by the Committee in identifying and evaluating candidates for membership on the Board and the committees thereof;
3. To annually present to the Board a list of nominees recommended for election to the Board at the annual meeting of unitholders;
4. To present to the Board, as necessary, nominees for committee membership and individuals recommended to fill any vacancies that may occur on the Board;
5. To evaluate any director candidates recommended by unitholders of the Partnership pursuant to the procedures set forth in the Amended and Restated Agreement of Limited Partnership of the Partnership to be followed by unitholders in making such recommendations;
6. To adopt a process for unitholders of the Partnership to send communications to the Board;
7. To oversee the evaluation of the Board and the other committees of the Board;
8. To evaluate its own performance, and review the adequacy of this Charter, at least annually, delivering a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval;
9. To recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of boards on which a director may serve; (v) director orientation and training; and (vi) the roles of the General Partner's executive officers and the outside directorships of such executives;
10. To consult with the CEO, as appropriate, and other Board members to ensure that its decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors, and the General Partner's executive officers;
11. To oversee the General Partner's policies and procedures regarding compliance with applicable laws and regulations relating to the honest and ethical conduct of the General Partner's directors, officers and employees;

12. To have the sole responsibility for granting any waivers under the General Partner's Code of Ethics and Code of Ethics for Chief Executive Officer and Senior Financial Officers (or any successor codes, guidelines or policies) to the General Partner's directors, officers and employees;

13. To review and approve related party transactions in accordance with this Charter;  
and

14. To perform any other activities consistent with this Charter, the limited liability company agreement and certificate of formation of the General Partner (as each may be amended and/or restated and in effect from time to time), the limited partnership agreement and certificate of limited partnership of the Partnership (as each may be amended and/or restated and in effect from time to time) and applicable law as the Committee or the Board deems necessary or appropriate.