

Compensation Committee Charter

Legacy Reserves GP, LLC,

the general partner of Legacy Reserves LP

Article I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Legacy Reserves GP, LLC, the general partner of Legacy Reserves LP (the “Partnership”), has been appointed by the Board to assist the Board by assuming primary responsibility for evaluating issues relating to and making determinations for executive compensation. 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.

Article II. Membership

The Committee shall consist of no fewer than three (3) 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 such term is defined under NASDAQ rules. In addition, each member of the Committee shall qualify both (i) as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Each member of the Committee shall first be nominated by the Nominating and Governance Committee of the Board and then be elected by the full Board, with interested members of the Board recusing themselves as appropriate, 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 Partnership and the General Partner. The Committee will take all necessary steps to preserve the privileged nature of those communications.

Article V. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. To evaluate and/or develop the compensation policies applicable to the executive officers of the General Partner, which shall include guidance regarding the specific relationship of performance to executive compensation;
2. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the executive officers of the General Partner;
3. To evaluate at least once a year the performance of the executive officers of the General Partner in light of these established goals and objectives;
4. To determine and approve, either as a committee or together with the other independent directors (as directed by the Board), the compensation for each of the executive officers of the General Partner, including salary, bonus, incentive and equity compensation based on this evaluation;
5. To periodically review the compensation paid to non-employee directors (including Board and committee chairpersons) in the form of annual retainers and meeting fees, if any, and to make recommendations to the Board regarding any adjustments;
6. To review and make recommendations to the Board with respect to the Partnership's incentive compensation and other unit-based plans;
7. To assist the full Board with respect to the administration of the Partnership's incentive compensation and other unit-based plans;
8. To maintain regular contact with management of the Partnership;
9. To prepare and publish an annual executive compensation report in the Partnership's proxy statement or annual report on Form 10-K; and
10. 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.