

**COMPENSATION COMMITTEE CHARTER**  
**LEGACY RESERVES INC.**  
**(Adopted September 17, 2018)**

**Article I. Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Legacy Reserves Inc. (“Legacy”) 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 to be included in Legacy’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 listing standards. In addition, each member of the Committee shall qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

Each member of the Committee shall first be nominated by the Nominating and Governance Committee of the Board and then be elected annually 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. Any vacancy on the Committee will be filled by an affirmative vote of a majority of the Board.

The Board shall annually 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.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer and any other executive officers shall not be present at meetings at which their compensation or performance is discussed or determined.

#### **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. The Committee shall set the compensation, and oversee the work, of such outside advisors. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of Legacy. The Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee shall not be required to implement or act consistently with the advice or recommendations of its outside advisors, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this charter.

#### **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 Legacy, 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 Legacy;
3. To evaluate at least once a year the performance of the executive officers of Legacy 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 Legacy, 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 Legacy's incentive compensation and other stock-based plans, including determining whether such plans encourage excessive risk-taking, reviewing and discussing at least annually the relationship between risk management policies and practices and compensation, and evaluating compensation policies and practices that could mitigate any such risk;

7. To assist the full Board with respect to the administration of Legacy's incentive compensation and other stock-based plans;

8. To maintain regular contact with management of Legacy and to oversee engagement with stockholders and proxy advisory firms on executive compensation matters;

9. To prepare and publish an annual executive compensation report in Legacy's proxy statement or annual report on Form 10-K;

10. To review and recommend to the Board for approval the frequency with which Legacy will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in Legacy's proxy statement; and

11. 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.