

MARTIN MIDSTREAM GP LLC NOMINATIONS COMMITTEE CHARTER

Purpose

The Nominations Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Martin Midstream GP LLC (the “Company”) (1) to assist the Board by identifying and reviewing individuals qualified to become Board members, (2) to recommend to the Board the director nominees when one or more new directors are to be appointed and (3) to recommend to the Board director nominees for each committee, subject to the terms and provisions of the Amended and Restated Limited Liability Company Agreement of the Company, as it may be amended from time to time (the “LLC Agreement”).

Committee Membership

The membership of the Committee shall consist of at least three directors, each of whom the Board shall have determined has satisfied the independence requirements established by applicable laws, regulations and listing requirements. Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment. Applicable laws, rules and regulations shall be followed in evaluating a member’s independence.

The members of the Committee shall be appointed and replaced by the Board, and shall serve at the pleasure of the Board for such term or terms as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee shall keep adequate minutes of all of its proceedings and will report its actions to the Board at the next regularly scheduled Board meeting. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Agreement, (c) the Second Amended and Restated Agreement of Limited Partnership of Martin Midstream Partners L.P., as amended or (d) any applicable law, rule or regulation.

The Committee may invite such members of management, consultants or other persons to its meetings, as it may deem advisable or appropriate, consistent with the maintenance of the confidentiality of all Committee discussions.

Committee Authority and Responsibilities

1. The Committee shall review individuals qualified to become board members for recommendation to the Board when one or more new directors are to be appointed pursuant to the Agreement. This responsibility includes working with the Board to establish the criteria for Board membership, making recommendations to the Board concerning the composition of the Board, reviewing candidates' qualifications and any potential conflicts with the Company's interests, assessing the contributions of current directors and making recommendations to the Board with respect to these matters and with respect to the removal of a director.
2. When reviewing individuals for the Board designated pursuant to the Agreement, the Committee shall consider with respect to such individuals their personal and professional integrity, their level of demonstrated exceptional ability and judgment and their perceived effectiveness, in conjunction with the other directors and nominees to the Board, in collectively serving the long-term interests of the Company and its unitholders. The Committee shall also consider each nominee's skills, knowledge, perspective, broad business judgment and leadership, relevant industry knowledge, business creativity and vision, experience, age and diversity, all in the context of the perceived needs of the Board at that time.
3. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
4. The Committee may review the Board's committee structure and composition periodically and may recommend to the Board for its approval, in the Board's sole discretion, directors to serve as members of each committee (including the Committee), including directors to fill vacancies on committees as needed, subject to the terms and provisions of the Agreement.
5. The Committee may form and delegate authority to subcommittees when appropriate.
6. The Committee shall make regular reports to the Board when activities requiring the Committee's attention are being addressed.
7. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. The Committee shall review its own performance annually and produce a performance evaluation, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. In the discretion of the Committee, the report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.