

**MARTIN MIDSTREAM GP LLC**  
**Disclosure Committee Charter**

**Adopted as of February 23, 2015**

**Purpose**

The purpose of the Martin Midstream GP LLC Disclosure Committee (the “Disclosure Committee”) is to assure that all disclosures made by Martin Midstream Partners L.P. (the “Company”) to its security holders or the investment community are accurate, complete and fairly present the Company’s financial condition and results of operations in all material respects, and are made on a timely basis as required by applicable laws and NASDAQ requirements. The Disclosure Committee also evaluates the adequacy of the Company’s disclosure controls and procedures with respect to the Company’s periodic reports and quarterly earnings releases.

**Committee Membership**

The Company’s Chief Executive Officer and Chief Financial Officer (together, the “Senior Officers”) may appoint a Chair and Co-Chair of the Disclosure Committee. The Chair of the Disclosure Committee shall have the authority to appoint and remove individuals from the Disclosure Committee as he deems appropriate. Any individuals appointed as successors to any member of the Disclosure Committee shall succeed that member of the Disclosure Committee, unless the Chair or Co-Chair direct otherwise.

**Meetings**

The Disclosure Committee shall meet at the discretion of the Chair and Co-Chair; provided, however, that the Disclosure Committee shall meet not less than once per quarter. The Chair or Co-Chair may call meetings by providing a minimum of 24 hours advance notice of the time and place of the meeting to all of the members of the Disclosure Committee. The Chair may also invite other participants to meetings of the Disclosure Committee, including representatives of the Company’s independent public accountants and outside counsel.

The Chair or Co-Chair may designate a secretary and assistant secretary to keep minutes of the Disclosure Committee meetings, as appropriate, to record the meetings and decisions taken with respect to disclosure issues. If a secretary or assistant secretary is not appointed or present at a meeting, the Disclosure Committee may designate a member to record the minutes of such meeting. The minutes, or a briefing of the issues discussed and decisions taken with respect to disclosure issues, of each meeting will be distributed to the Chair, Co-Chair and the Senior Officers.

**Functions**

In order to achieve its purpose, the Disclosure Committee will perform two functions. First, it will identify and consider disclosure issues in connection with the preparation of periodic reports

and quarterly earnings releases. Second, it will undertake a quarterly evaluation of the Company's disclosure controls and procedures.

### ***Identification and Consideration of Disclosure Issues***

The members of the Disclosure Committee will continue to follow the internal processes set forth in the disclosure controls and procedures documented by the Company pertaining to the preparation of the Company's periodic reports, as required by the federal securities laws, and the preparation of the Company's quarterly earnings releases. In addition, the Disclosure Committee shall:

- Review and supervise the preparation of the Company's (i) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with the Securities and Exchange Commission (the "SEC"), (ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company's security holders, and (iii) correspondence containing financial information broadly disseminated to unitholders and review disclosure policies for financial information displayed on the Company's corporate/investor relations website.
- Review and discuss whether the Company's periodic reports and earning releases provide a fair presentation of the Company's financial condition, results of operation and cash flows;
- Assess the materiality of specific events, developments or risks to the Company;
- Review financial reporting issues that are significant to the Company and other material reporting matters where the person primarily responsible for such matters made significant judgments (either independently or in consultation with others); and
- Determine whether all material information relating to the Company has been disclosed and reported in the Company's applicable periodic reports.

### ***Evaluation of Disclosure Controls and Procedures***

Each quarter, the Disclosure Committee shall review and evaluate the effectiveness of the Company's procedures that are designed to ensure that (1) information required by the Company to be disclosed to the SEC and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis and (2) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure. As part of this review and evaluation, in connection with the preparation of the Company's annual report, the Disclosure Committee will assess the effectiveness of the Company's internal control structure and procedures for financial reporting.

The Disclosure Committee shall submit reports documenting its quarterly conclusions about the effectiveness of the disclosure controls and annual assessment of the internal control structure and procedures for financial reporting to the Committee's Chair, the Senior Officers, the Company's Audit Committee and the Company's Board of Directors.

### **Amendments**

The Disclosure Committee shall review and reassess the adequacy of the Disclosure Committee's Charter at least annually. If the Disclosure Committee deems it necessary or appropriate to revise the Charter, it may submit proposed revisions first to the Disclosure Committee's Chair and Co-Chair and then Chief Executive Officer for review and approval. This Charter may be amended upon written direction or approval from the Senior Officers of the Company.