

**MARTIN MIDSTREAM GP LLC
COMPENSATION COMMITTEE CHARTER**

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to discharge the Board’s responsibilities relating to compensation of the directors and officers of Martin Midstream GP LLC and Martin Midstream Partners L.P. (together, the “Company”). The Committee has overall responsibility for evaluating the director and officer compensation plans, policies and programs of the Company and reviewing the Company’s CD&A (as defined below) disclosure and preparation of the Compensation Committee report for inclusion in the Company’s Annual Report on Form 10-K, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”).

Many of the officers of the Company are also officers of Martin Resource Management Corporation (“MRMC”), and vice versa. MRMC provides the Company with executive officers, corporate staff and support services. The Company reimburses MRMC for a portion of the direct and indirect general administrative expenses, including the compensation expense of these individuals, allocated to the Company pursuant to an Omnibus Agreement between the Company and MRMC.

Committee Membership

The membership of the Committee shall consist of at least three directors, each of whom the Board shall have determined satisfies 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. In addition, members of the Committee shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominations Committee, and serve at the pleasure of the board and for such term or terms as the board may determine. Committee members may be removed and replaced by the Board, with or without cause.

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 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 Limited Liability Company Agreement of Martin Midstream GP LLC, as amended, (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, outside counsel, or consultants to its meetings, as it may deem desirable or appropriate, to provide information and counsel, consistent with the maintenance of the confidentiality of compensation discussions. The Company's President and Chief Executive Officer (the "CEO") should not attend any meeting where the CEO's performance or compensation are discussed, unless specifically invited by the Committee.

Committee Authority and Responsibilities

At all times that the Company directly compensates its officers and/or directors:

1. The Committee shall review and approve the manner in which compensation expense applicable to the CEO and the Company's other executive officers is allocated to the Company.
2. The Committee shall make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, including the Martin Midstream Partners L.P. Long-Term Incentive Plan, oversee the activities of the individuals and committees responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans.
3. The Committee shall every two years review and make recommendations to the Board with respect to the compensation of all directors.
4. In connection with the Company's Annual Report on Form 10-K or other applicable SEC filing, the Committee shall:
 - a. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by SEC Regulation S-K Item 402 (or any successor rule or regulation), and determine whether to recommend to the Board that the CD&A in the form prepared by management be included in the Annual Report on Form 10-K or other applicable SEC filing.
 - b. Prepare the Compensation Committee Report in accordance with all applicable rules and regulations of the SEC for inclusion above the names of the members of the Committee in the Annual Report on Form 10-K. This report shall state whether (i) the Committee reviewed and discussed with management the CD&A and (ii) based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the proxy statement, Annual Report on Form 10-K or other applicable SEC filing, or such other statements as are then required pursuant to applicable SEC rules or regulations.
5. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation and shall have sole authority to approve the consultant'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. Prior to selecting or receiving

advice from any external legal, accounting or other advisors, the Committee shall take into consideration factors relevant to the advisor's independence from management specified in NASDAQ Listing Rule 5605(d)(3)(D).

6. The Committee may form and delegate authority to subcommittees when appropriate.
7. The Committee shall make regular reports to the Board when activities requiring the Committee's attention are being addressed.
8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. 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.