

## MATADOR RESOURCES COMPANY

### CORPORATE GOVERNANCE GUIDELINES

*The following guidelines have been adopted by the Board of Directors (the “Board”) of Matador Resources Company (the “Company”) to assist the Board in the exercise of its responsibilities. These guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of formation, bylaws and other corporate governance documents. These guidelines are assessed annually by the Corporate Governance Committee of the Board for their appropriateness and efficacy, and are subject to modification from time to time by the Board.*

#### **Composition and Size of the Board; Chairman**

##### **1. Board Size**

The Board believes that the size of the Board should be between eight (8) and twelve (12) members. The Board, with the help of the Corporate Governance Committee, periodically reviews the size of the Board and determines whether a larger or smaller number of directors would be preferable. The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully.

##### **2. Independence**

A majority of the Board members must meet the independence requirements of the New York Stock Exchange and any applicable federal securities laws. The Company must identify which directors are independent.

The Board believes that employee directors should number not more than one (1). While this number is not an absolute limitation, other than the CEO, who should at all times be a member of the Board, employee directors should be limited only to those officers whose positions make it appropriate for them to sit on the Board. The Board believes that management should communicate that Board membership is not necessary for higher management positions in the Company.

##### **3. Chairman of the Board and Chief Executive Officer**

The Board does not believe that the roles of Chairman of the Board and CEO must be separate. The Chairman of the Board, who may also be the CEO, will preside at all Board meetings unless a majority of the full Board votes in favor of appointing a different presiding officer for a particular meeting.

#### **Selection of Board Members**

##### **1. Procedure for Selecting New Director Candidates**

The Board is divided into three classes as nearly equal as possible, and each class of directors serves for a staggered, three-year term. The Board believes that a staggered board of directors provides for continuity and stability. A new class of directors is elected annually by the Company’s shareholders, except as noted below with respect to vacancies. The Board is ultimately responsible for nominating members to the Board for shareholder approval and for filling vacancies on the Board that may occur between Annual Meetings of Shareholders. The Board delegates to the Nominating Committee the process of identifying and screening candidates, using the criteria described below for Board membership.

The Board may fill vacancies in existing or new director positions. The directors chosen by the Board to fill such vacancies will serve until his or her successor is duly elected and qualified, unless elected by the Company's shareholders for a further term or terms.

The Nominating Committee will consider individuals recommended by the Company's shareholders to serve on the Board. The Nominating Committee will establish policies relating to consideration of director candidates recommended by the Company's shareholders and the procedures to be followed by shareholders that desire to submit such a recommendation.

2. *Board Membership Criteria*

The Board is responsible for assessing the appropriate mix of skills and characteristics required of Board members in the context of the perceived needs of the Board or any of its committees at a given point in time. The Nominating Committee will evaluate the qualifications of each director candidate against the criteria outlined herein, as well as any additional criteria it sees fit to consider in making its recommendation to the Board concerning a candidate's nomination for election or reelection as a director.

Criteria that the Nominating Committee uses to consider potential members of the Board include but are not limited to the following:

- a candidate's depth of experience at the policy-making level in business, government or education;
- the balance of the business interest and experience of the incumbent or nominated directors;
- a candidate's availability and willingness to devote adequate time to Board duties;
- the need for any required expertise on the Board or one of its committees;
- a candidate's character and judgment and ability to make independent analytical, probing and other inquiries;
- the candidate's willingness to exercise independent judgment yet willingness to listen and learn from the other directors and the Company's staff;
- the candidate's financial independence to ensure such candidate will not be financially dependent on director compensation; and
- in the case of an incumbent director, such director's past performance on the Board.

3. *Limitation on Other Board Service; Change in Status*

The Board does not believe that its members should be prohibited from serving on boards and/or committees of other organizations; provided, however, that, such other service (other than service to nonprofit organizations) is approved in advance by the Board and does not interfere with a member's service to the Company, in the sole and absolute discretion of the Board. A director should advise the Chairman of the Board and the Nominating Committee, with a copy to the chief legal officer of the Company, in advance of accepting any invitation to serve on the board of directors of another public company. In addition, a non-employee director should advise the Nominating Committee and the Chairman of the Board, with a copy to the chief legal officer of the Company, in the event of retirement or other substantial change in the nature of the director's employment, service on the board of directors of other public companies or other significant responsibilities. The Nominating Committee and the Board will take into account the nature of, and time involved in, a director's service on other boards in evaluating the suitability of individual directors and making their recommendations to Company shareholders. Notwithstanding anything to the contrary herein, service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies and each member of the Board shall notify the Audit Committee of any real or potential conflict of interest.

**4. Service of Former Chief Executive Officers and Other Former Employees on the Board**

When an employee director resigns or retires from his or her employment, he or she should submit his or her resignation from the Board at the same time. Whether the person will be invited to remain or rejoin the Board will be a decision considered by the Nominating Committee and determined by the Board.

**5. Retirement Policies**

As set forth in the Company's bylaws, no individual shall be eligible for nomination, re-nomination, election or appointment to the Board of Directors after the age of 75.

**Board Meetings; Involvement of Senior Management**

**1. Number of Meetings; Content**

The Board will have at least four (4) regularly scheduled meetings per year. Special meetings will be called as necessary in accordance with the Company's bylaws. The length of each meeting will be sufficient to allow the Board to conduct all business on its agenda and any other business properly raised during such meeting. If a director is unable to attend a regularly scheduled meeting of the Board either in person or by telephone, he or she is expected to notify the Corporate Secretary prior to the meeting date. Because the Board believes personal interaction with management is important, directors should attend all scheduled Board and committee meetings in person or by telephone, and should also attend the Annual Shareholders Meeting.

The Board will make an annual self-evaluation. This assessment will focus on the Board's contribution to the Company and emphasize those areas in which the Board believes a better contribution could be made. The Board also expects each director annually to make a self-evaluation and self-assessment regarding his or her performance or non-performance of duties on the Board and the Committees on which he or she serves.

Minutes of each meeting shall be prepared under the direction of the Chairman of the Board and the Corporate Secretary and circulated to each of the Board members for review and approval.

**2. Lead Director**

If the Chairman of the Board and the CEO are the same person, the non-management directors will appoint a lead independent director (the "Lead Director"). The Lead Director will represent and coordinate the activities of the non-management and independent directors and help ensure the independence of the Board from the CEO and Chairman. The Lead Director will convene sessions of the non-management and independent directors. The principal responsibilities of the Lead Director will be to chair the executive sessions of the non-management and independent directors, to facilitate communication among the non-management and independent directors, and to act as a liaison between the non-management and independent directors and the CEO. The Lead Director may also perform such other roles and responsibilities as may be assigned by the Corporate Governance Committee or the full Board, which may include, but are not limited to the following:

- Help develop board agendas and ensure critical issues are included
- Determine quality, quantity and timeliness of information from management
- Make recommendations about retaining consultants or special advisors for the Board
- Interview Board candidates
- Have a lead role in the evaluation of the CEO
- Help improve communications and processes by and between management and the Board and the CEO

**3. Executive Sessions of Non-Management Directors**

The non-management directors of the Company will meet in regularly scheduled executive sessions without management. If the group of non-management directors includes directors who are not independent as defined above, the Company will at least once a year schedule an executive session including only independent directors. “Non-management” directors are those who are not Company officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1933), and includes directors who are not independent by virtue of a material relationship, former status or family membership or for any other reason.

**4. Board Meeting Agendas**

The Chairman of the Board and the Lead Director establish the agenda for each Board meeting, although the other Board members are free to and encouraged to suggest items for inclusion on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. At regularly scheduled Board meetings, each standing committee of the Board should present a report of its activities since the last Board meeting.

**5. Advance Distribution of Materials**

All information relevant to the Board’s understanding of matters to be discussed at an upcoming Board meeting should, whenever feasible and appropriate, be distributed in writing or electronically to all members in advance. This will help facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. Directors should review the advance materials prior to each meeting and should come prepared to discuss the items on the agenda. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate. All Board materials are deemed to be confidential and proprietary.

**6. Access to Management and Other Employees**

Directors will have open access to the Company’s management and other employees, subject to reasonable time constraints. Board members should exercise reasonable judgment when contacting management to avoid creating unnecessary distractions from the Company’s business and operations. Any director or committee that wishes to meet with an employee, including any officer, of the Company must arrange such meeting through the Chief Executive Officer.

In addition, members of the Company’s senior management will, at the request of the Board or the appropriate committee, routinely attend Board and committee meetings and they and other officers should frequently brief the Board and the committees on particular topics. The Board encourages senior management to bring employees, legal counsel and other advisors into Board or committee meetings and other scheduled events who can provide additional insight into matters being considered.

**Committees**

**1. Number and Types of Committees**

A substantial portion of the analysis and work of the Board is done by its standing committees. The Board has established the following standing committees: Audit; Nominating; Strategic Planning and Compensation; Corporate Governance and Executive.

Each of the Audit; Nominating; Strategic Planning and Compensation; and Corporate Governance Committees will review and evaluate its own performance at least annually and will have its own charter setting forth its purpose, goals, powers and responsibilities. In addition, each charter will outline qualifications for membership as well as set forth procedures, structure and reporting requirements. In accordance with the committee's charter, a director is expected to participate actively in the meetings of each committee to which he or she is appointed. The committee's charter is to be reviewed periodically by the relevant committee and the Board.

The Board has also established the following advisory committees: Operations & Engineering; Prospect; Marketing & Midstream; Capital Markets & Finance; and Shareholder Advisory Committee for Board Nominations.

## **2. Composition of Committees**

The Nominating Committee is charged with reviewing the qualifications of the members of each committee to ensure that each member meets the criteria set forth in applicable rules of the Securities and Exchange Commission, the listing standards of the New York Stock Exchange, the relevant committee's charter and these guidelines.

## **3. Assignment and Rotation of Committee Members**

The Nominating Committee recommends to the Board the membership of the Company's various committees and considers rotation of committee members. The Board will make the committee assignments. In making its recommendations to the Board, the Nominating Committee will take into consideration the need for continuity, subject matter expertise, applicable Securities and Exchange Commission and New York Stock Exchange rules, the performance of the incumbent member, tenure and the desires of individual Board members.

## **4. Committee Meetings**

Each committee will meet at least as frequently as provided in the committee's charter. Reports on each committee meeting, to the extent a meeting has been held, will be made to the full Board. All directors are furnished copies of each committee's minutes and reports.

## **Other Board Practices**

### **1. Advisors**

The Board shall have the authority to retain, at the Company's expense, independent legal, financial and other advisors it deems necessary to fulfill its responsibilities.

### **2. Board Interaction with Institutional Investors and Other Shareholders**

The Board believes that it is senior management's responsibility to speak for the Company. With the prior approval of the full Board, individual Board members may, from time to time, meet or otherwise communicate with outside constituencies that are involved with the Company. However, in those instances, it is expected that directors will do so only with the knowledge and involvement of senior management, and to refrain from making any unauthorized "official statements" for either the Board or the Company.

### **3. Code of Ethics and Business Conduct for Officers, Directors and Employees**

The Board has adopted a Code of Ethics and Business Conduct for Officers, Directors and Employees. The Code of Ethics and Business Conduct for Officers, Directors and Employees addresses accuracy of the

Company's records, conflicts of interest, corporate opportunities, confidentiality, receipt of certain gifts or favors, political contributions and activities, protection and proper use of company assets, compliance with laws, rules and regulations and reporting illegal or unethical behavior. The Corporate Governance Committee will annually review the Code of Ethics and Business Conduct for Officers, Directors and Employees and make recommendations with respect to any changes, amendments and modifications that it deems desirable.

4. *Insurance and Indemnification*

The Board will be entitled to have the Company purchase reasonable directors' and officers' liability insurance on its behalf. Directors will be entitled to the benefits of indemnification to the fullest extent permitted by law, the certificate of formation and the bylaws and to the extent provided in any indemnification agreements. Directors will be entitled to the benefits of exculpation provided by state law as well as provided in the certificate of formation.

5. *Director Compensation*

The Strategic Planning and Compensation Committee is charged with reviewing and recommending director compensation for consideration by the Board; provided, however, that the Board reserves the right to initiate or take such other action with respect to the foregoing as it deems appropriate.

6. *Majority Voting Provisions*

In an election of directors that is determined by the Board to be an uncontested election, any nominee for director who receives a greater number of votes "against" his or her election than votes "for" such election (a "Majority Against Vote") shall promptly tender his or her resignation following certification of the shareholder vote.

The Nominating Committee shall promptly consider the resignation offer, and a range of possible responses based on the circumstances that led to the Majority Against Vote, if known, and make a recommendation to the Board concerning whether to accept or reject such resignation. The Board shall act on the Nominating Committee's recommendation and publicly disclose its decision with respect to such resignation offer within ninety (90) days following certification of the shareholder vote. The resignation, if accepted by the Board, will be effective at the time specified by the Board when it determines to accept the resignation, which effective time may be deferred until a replacement director is identified and appointed to the Board.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating Committee's consideration of his or her resignation, if the director is a member of such committee, and the Board's action regarding whether to accept or reject the resignation offer. Any such director shall also not participate in consideration of any other director's resignation following a Majority Against Vote at the same election unless there would be fewer than three (3) directors eligible to participate in the Board's consideration of the resignation.

However, if each member of the Nominating Committee received a Majority Against Vote at the same election, then the independent directors who did not receive a Majority Against Vote shall appoint a committee amongst themselves to consider the resignation offers and make a recommendation to the Board with respect to such resignation.

7. *Management Succession Planning*

The Strategic Planning and Compensation Committee is charged with reviewing and recommending any management succession plan for consideration by the Board; provided, however, that the Board reserves the right to initiate or take such other action with respect to the foregoing as it deems appropriate.

8. *Director Orientation and Continuing Education*

The Company provides a director orientation program for each new independent director. All directors receive Company briefings on current topics. The Company will facilitate the participation of directors in relevant continuing education and other specialized programs when requested by a director or when the Board concludes that such education would be of significant benefit to a director and the Company.

9. *Shareholder Communications with Board and Committees*

Any shareholder who desires to make his or her concerns known to an individual director, a committee of the Board or the entire Board may do so by mail to: Board of Directors of Matador Resources Company, One Lincoln Centre, 5400 LBJ Freeway, Suite 1500, Dallas, Texas 75240. The Company's Secretary shall forward all shareholder communications, other than communications that are not properly directed or are frivolous, to the director, specific committee, non-management director or directors, or the entire Board, as requested in the communications.

Any communications to the Company from one of the Company's officers or directors will not be considered "shareholder communications." Communications to the Company from one of the Company's employees or agents will only be considered "shareholder communications" if they are made solely in such employee's or agent's capacity as a shareholder. Any shareholder proposal submitted pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934 will not be viewed as "shareholder communications."

**Effective as of February 13, 2019**